

ROBERT A. MUSIALA, JR. ESQ.
BAKER & HOSTETLER LLP
One North Wacker Drive
Suite 3700
Chicago, IL 60606
Telephone: 312.416.6200
Facsimile: 312.416.6201
Email: rmusiala@bakerlaw.com

Regulatory Counsel for Debtor

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re

Case No. BK-23-10423-mkn

CASH CLOUD, INC.,
dba COIN CLOUD,

Debtor.

Chapter 11

**DECLARATION OF ROBERT A.
MUSIALA IN SUPPORT OF BAKER &
HOSTETLER'S FINAL FEE
APPLICATION FOR SERVICES
RENDERED AND EXPENSES
INCURRED FROM APRIL 1, 2023
THROUGH APRIL 30, 2024**

Hearing Date: October 2, 2024

Hearing Time: 9:30 a.m.

I, Robert A. Musiala, declare as follows:

1. I am a member of Baker & Hostetler (“B&H” or “Applicant”), regulatory counsel to Cash Cloud, Inc., dba Coin Cloud (“Debtor”), debtor and debtor in possession in the above-referenced chapter 11 bankruptcy case (the “Chapter 11 Case”).

2. B&H maintains offices at, among other locations: One North Wacker Drive, Suite 3700, Chicago, Illinois, 60606.

3. Except as otherwise indicated herein, this Declaration is based upon my personal knowledge. I am over the age of 18 and am mentally competent. If called upon to testify, I would testify competently to the facts set forth in this Declaration.

1 4. I make this Declaration in support of B&H's Final Fee Application for Services
 2 Rendered and Expenses Incurred (the "Final Fee Application")¹ for the Period from April 1, 2023
 3 through April 30, 2024 (the "Final Fee Period"), pursuant to the *Order Authorizing Retention and*
 4 *Employment of Baker & Hostetler LLP as Regulatory Counsel to Debtor* [ECF No. 525] (the
 5 "Retention Order") and the Court's *Order Granting Debtor's Motion Pursuant to 11 U.S.C. §§*
 6 *105(a) and 331, And Fed. R. Bankr. P. 2016, Authorizing and Establishing Procedures for Interim*
 7 *Compensation and Reimbursement of Expenses of Professionals* [ECF No. 321] (the "Interim
 8 Compensation Procedures Order").

9 5. B&H assisted Debtor in various regulatory compliance matters before state agencies
 10 in relation to Debtor's money transmitter licensing status and related regulatory obligations at both
 11 the state and federal level, and any other financial regulatory compliance and outside general counsel
 12 services.

13 6. I have reviewed the Final Fee Application, and the matters stated therein are true to
 14 the best of my knowledge, information and belief.

15 7. During the Final Fee Period, B&H's professionals have expended a total of 237.20
 16 hours rendering professional services to or on behalf of the Debtor in connection with this Chapter
 17 11 case, and have incurred the sum of \$202,183.50 in fees and \$511.68 in expenses, or a total of
 18 \$202,695.18 (the "Requested Compensation"). B&H's services for Debtor have concluded.

19 8. Of the Requested Compensation, B&H received payment of \$50,000.00 (the
 20 "Retainer"), as authorized by the Retention Order. B&H applied the Retainer, subject to the required
 21 holdback, to the April 2023 and May 2023 Monthly Fee Statements, with the balance of the
 22 Requested Compensation remaining unpaid (ECF Docket Nos. 607 and 792, respectively). After
 23 application of the Retainer, there is a remaining balance of \$152,695.18 in Requested Compensation.

24 9. B&H has endeavored to monitor and coordinate with the Debtor's counsel in this
 25 Chapter 11 Case to ensure a clear delineation of each firm's respective roles in connection with the
 26 representation of the Debtor in this Chapter 11 Case and to prevent duplication of services. The
 27

28 1 Capitalized terms not defined herein shall have the meanings assigned to them in the Final
 Fee Application.

1 professional services performed and expenses incurred by B&H were actual and necessary to
 2 preserve and protect the value of the Debtor's assets and estate.

3 10. As noted, B&H submitted the Monthly Fee Statements in connection with its
 4 representation of the Debtor:

5 a. The April fee statement (the "April Statement") was for the period of April 4,
 6 2023 through April 30, 2023 (ECF Docket No. 607). A Certificate of No Objection to the
 7 April Statement was filed with the Court on June 21, 2023 (ECF Docket No. 740).

8 b. The May fee statement (the "May Statement") was for the period of May 1,
 9 2023 through May 31, 2023 (ECF Docket No. 792). A Certificate of No Objection to the
 10 May Statement was filed with the Court on August 2, 2023 (ECF Docket No. 1002).

11 c. The June fee statement (the "June Statement") was for the period of June 1,
 12 2023 through June 30, 2023 (ECF Docket No. 1114). A Certificate of No Objection to the
 13 June Statement was filed with the Court on October 17, 2023 (ECF Docket No. 1391).

14 d. The combined July and August 2023 fee statement (the "July & August
 15 Statement") was for the combined period of July 1, 2023 through July 31, 2023 and August
 16 1, 2023 through August 31, 2023 (ECF Docket No. 1245). A Certificate of No Objection to
 17 the July/August Statement was filed with the Court on October 6, 2023 (ECF Docket No.
 18 1354).

19 e. B&H did not file a monthly fee statement for September 2023.

20 f. The October 2023 fee statement (the "October Statement") was for the period
 21 of October 1, 2023 through October 31, 2023 (ECF Docket No. 1528). A Certificate of No
 22 Objection to the October Statement was filed with the Court on January 4, 2023 (ECF Docket
 23 No. 1559).

24 g. B&H also incurred fees in the sum of \$6,021.00 in the preparation of the
 25 instant Final Fee Application and exhibits in April 2024. No expenses were incurred in the
 26 preparation of the Final Fee Application. B&H requests said fees be considered and approved
 27 as part of the Final Fee Application.

28 **See Exhibits 1 & 2 hereto.**

11. The hourly rates set forth in the Monthly Fee Statements and the April 2024 Invoice, attached hereto as **Exhibits 1 & 2**, are B&H's standard hourly rates for work of this nature.

12. B&H's rates and fees are based on each professional's experience level and are set at a level designed to compensate B&H fairly for the work of its professionals and paraprofessionals and to cover fixed and routine overhead expenses. B&H's hourly rates are comparable to the rates charged by other law firms across the country for comparable regulatory work, and B&H believes its rates are reasonable and justified in light of its professionals' experience and the complexity of the work involved.

9 13. B&H performed services for or on behalf of Debtor during the Final Fee Period, and
10 I believe such services were necessary and reasonable. All services for which B&H requests
11 compensation were performed for or on behalf of Debtor in furtherance of its duties under the
12 Bankruptcy Code as debtor-in-possession.

13 14. B&H respectfully submits that the Requested Compensation is fair and reasonable
14 given (a) the complexity of the matters handled for Debtor during the pendency of the Chapter 11
15 Case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such
16 services, and (e) the costs of comparable services in a case other than under this title.

I declare, under penalty of perjury of the laws of the United States of America, that the foregoing statements are true and correct to the best of my knowledge, information and belief.

19 Executed this 9th day of July 2024.

BAKER & HOSTETLER LLP

By: /s/ Robert A. Musiala
Robert A. Musiala
One North Wacker Drive
Suite 3700
Chicago, IL 60606
Telephone: 312.416.6200
Facsimile: 312.416.6201
Email: rmusiala@bakerlaw.com

Regulatory Counsel for Debtor

1 Respectfully submitted by:

2 **FOX ROTHSCHILD LLP**

3 By: /s/ Brett A. Axelrod

4 BRETT A. AXELROD, ESQ.

5 Nevada Bar No. 5859

6 1980 Festival Plaza Drive, Suite 700

7 Las Vegas, Nevada 89135

8 *Counsel for Debtor*

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FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
(702) 292-6899
(702) 597-5503 (fax)

EXHIBIT 1

1 ROBERT A. MUSIALA, JR. ESQ.
2 BAKER & HOSTETLER LLP
3 One North Wacker Drive
4 Suite 4500
5 Chicago, IL 60606
6 Telephone: 312.416.6200
7 Facsimile: 312.416.6201
8 Email: rmusiala@bakerlaw.com

9 *Regulatory Counsel for Debtor*

10 **UNITED STATES BANKRUPTCY COURT**

11 **DISTRICT OF NEVADA**

12 In re

13 Case No. BK-23-10423-mkn

14 CASH CLOUD, INC.,
15 dba COIN CLOUD,

16 Chapter 11

17 Debtor.

18 **BAKER & HOSTETLER'S MONTHLY
19 FEE STATEMENT OF SERVICES
20 RENDERED AND EXPENSES
21 INCURRED FOR THE PERIOD FROM
22 APRIL 4, 2023 THROUGH APRIL 30,
23 2023**

24 Hearing Date: N/A

25 Hearing Time: N/A

26 Baker & Hostetler ("B&H" or "Applicant"), regulatory counsel to Cash Cloud, Inc., dba Coin
27 Cloud ("Debtor"), debtor and debtor in possession in the above-referenced chapter 11 bankruptcy
case (the "Chapter 11 Case"), respectfully submits this Monthly Fee Statement for Services Rendered
and Expenses Incurred for the Period from April 4, 2023 through April 30, 2023 (the "Statement"),
pursuant to the *Order Authorizing Retention and Employment of Baker & Hostetler LLP as
Regulatory Counsel to Debtor* [ECF No. 525] (the "Retention Order") and the Court's *Order
Granting Debtor's Motion Pursuant to 11 U.S.C. §§ 105(a) and 331, And Fed. R. Bankr. P. 2016,
Authorizing and Establishing Procedures for Interim Compensation and Reimbursement of Expenses
of Professionals* [ECF No. 321] (the "Interim Compensation Procedures Order").

1 In support of this Statement, B&H respectfully represents as follows:

2 1. B&H was retained as regulatory counsel to the Debtor pursuant to the Retention Order,
3 dated and entered on May 5, 2023. On May 9, 2023, the Debtor paid B&H a retainer of \$50,000.00
4 (the “Retainer”) as authorized in the Retention Order.

5 2. B&H has endeavored to monitor and coordinate with the Debtor’s counsel in this
6 Chapter 11 Case to ensure a clear delineation of each firm’s respective roles in connection with the
7 representation of the Debtor in this Chapter 11 Case and to prevent duplication of services. The
8 professional services performed and expenses incurred by B&H were actual and necessary to
9 preserve and protect the value of the Debtor’s assets and estate.

10 3. B&H hereby seeks allowance and payment of interim compensation for services
11 rendered and reimbursement of expenses incurred as Debtor’s Court-authorized regulatory counsel
12 during the period commencing April 4, 2023 and ending April 30, 2023 (the “Statement Period”).

13 4. B&H has not submitted any prior applications for compensation in connection with
14 its representation of the Debtor.

15 5. B&H seeks allowance and payment of interim compensation for fees in the amount
16 of \$9,300.80, representing 80% of the \$11,626.00 in fees incurred for services rendered during the
17 Statement Period.

18 6. Attached hereto as Exhibit A is the name of each timekeeper who performed services
19 in connection with the Chapter 11 Case and the regulatory matters during the Statement Period, and
20 the hourly rate for each such timekeeper.

21 7. Attached hereto as Exhibit B is a detailed schedule of time expended by the
22 timekeepers who performed services during the Statement Period and a detailed schedule of expenses
23 paid during the Statement Period.

24 8. On the same date this Statement was filed, a copy of this Statement was served via
25 electronic mail/notice on the following parties (each a “Notice Party,” and collectively the “Notice
26 Parties”):

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28
FOX ROTHSCHILD LLP
3800 Howard Hughes Parkway, Suite 500
Las Vegas, Nevada 89169
(702) 282-6899
(702) 597-5503 (fax)

- 1 a. Cash Cloud, Inc., 10190 Covington Cross Drive, Las Vegas, Nevada 89144
 (Attn: Christopher Andrew McAlary; chris@coincloud.com);
- 2 b. Fox Rothschild, LLP, 1980 Festival Plaza Drive, Suite 700, Las Vegas, NV
 89135 (Attn: Brett A. Axelrod, Esq.; baxelrod@foxrothschild.com);
 counsel to Debtor;
- 3 c. United States Trustee Tracy Hope Davis, 300 Las Vegas Boulevard South,
 Suite 4300, Las Vegas, NV 89101 (Attn: Jared A. Day, Trial Attorney;
 Jared.A.Day@usdoj.gov);
- 4 d. Seward & Kissell, LLP, One Battery Park Plaza, New York, NY 10004
 (Attn: Robert J. Gayda; gayda@sewkis.com; Catherine V. LoTempio;
 lotempio@sewkis.com; Andrew J. Matott; matott@sewkis.com), and
 Mcdonald Carano, LLP, 2300 West Sahara Avenue, Suite 1200, Las Vegas,
 NV 89102 (Attn: Ryan J. Works; rworks@mcdonaldcarano.com), counsel
 to the Official Committee of Unsecured Creditors;
- 5 e. Berger Singerman LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL
 33131 (Attn: Jordi Guso; JGuso@bergersingerman.com), and Sylvester &
 Polednak, Ltd., 1731 Village Center Circle, Las Vegas, NV 89134 (Attn:
 Jeffrey R. Sylvester; Jeff@SylvesterPolednak.com); counsel to DIP lender
 CKDL Credit, LLC;
- 6 f. Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019-
 9601 (Attn: Andrew Kissner; akissner@mofo.com; Gary Lee;
 glee@mofo.com), and Shea Larsen, 1731 Village Center Circle, Suite 150,
 Las Vegas, NV 89134 (Attn: James Patrick Shea; jshea@shea.law; Bart K.
 Larsen; blarsen@shea.law; Kyle M. Wyant; kwyant@shea.law); counsel to
 Enigma Securities Limited; and
- 7 g. Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, NY
 10006, (Attn: Sean A. O'Neal; soneal@cgsh.com; Jane VanLare;
 jvanlare@cgsh.com), and Snell & Wilmer L.L.P., 3883 Howard Hughes
 Parkway, Suite 1100, Las Vegas, NV 89169 (Attn: Robert R. Kinias;
 rkinas@swlaw.com); counsel to Genesis Global Holdco, LLC.

9. Pursuant to the Interim Compensation Procedures Order, each Notice Party will have
 twenty (20) days after service (or the next business day if the 20th day is not a business day) of a
 Monthly Fee Application (the "Objection Deadline"), to object to the requested fees and expenses in
 accordance with the procedures described in subparagraph (b) set forth on page three of the Interim
 Compensation Procedures Order.

1 10. If no objections are raised on or before the Objection Deadline, Applicant shall file a
2 certificate of no objection with the Court, after which Debtor shall be authorized to pay to Applicant
3 an amount equal to 80 percent of the fees and 100 percent of the expenses incurred during the period
4 covered by Applicant's Monthly Fee Application (the "Aggregate Monthly Amount"). Applicant
5 shall draw down on the Retainer in the Aggregate Monthly Amount.

6 11. If an objection is properly filed before the Objection Deadline, Applicant shall file a
7 certificate of no objection with the Court with respect to the fees and expenses, if any, that are not
8 subject to objection (the "Undisputed Fees" and "Undisputed Expenses"), after which Debtor shall
9 be authorized to pay to Applicant an amount equal to 80 percent of the Undisputed Fees and 100
10 percent of the Undisputed Expenses incurred during the period covered by Applicant's Monthly Fee
11 Application (the "Aggregate Monthly Undisputed Amount"). Applicant shall draw down on the
12 Retainer in the Aggregate Monthly Undisputed Amount.

13 12. Applicant acknowledges that the interim payment of compensation and
14 reimbursement of expenses sought in this Statement does not constitute a request for final allowance
15 of such compensation and reimbursement of expenses. At the conclusion of the Chapter 11 Case,
16 Applicant will seek final allowance of the fees charged and expenses incurred for the entirety of the
17 Chapter 11 Case, and any interim fees and expenses received during the course of the Chapter 11
18 Case will be credited against such fees and expenses that are allowed on a final basis.

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1 13. Neither Applicant nor any member of B&H has any agreement or understanding of
2 any kind to divide, pay over, or share with any other person, except as among the members of B&H,
3 any portion of the fees or expenses to be awarded pursuant to this Statement.

4 Dated this 30th day of May 2023.

BAKER & HOSTETLER LLP

By: /s/*Robert A. Musiala*
Robert A. Musiala
One North Wacker Drive
Suite 4500
Chicago, IL 60606
Telephone: 312.416.6200
Facsimile: 312.416.6201
Email: rmusiala@bakerlaw.com
Michael A. Sabella
45 Rockefeller Plaza
New York, NY 10111
(212) 589-4200
msabella@bakerlaw.com

Regulatory Counsel for Debtor

Respectfully submitted by:

FOX ROTHSCHILD LLP

By: /s/Brett A. Axelrod

BRETT A. AXELROD, ESQ.
Nevada Bar No. 5859
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
Counsel for Debtor

EXHIBIT A

Summary of B&H Professionals and Paraprofessionals

April 4, 2023 through April 30, 2023

Attorney	Hourly Rate	Application Hours	Total Fees
Terry M. Brennan – Partner	\$950.00	.3	\$285.00
Elyssa S. Kates – Counsel	\$1,090.00	1.80	\$1,962.00
Robert A. Musiala – Partner	\$900.00	3.20	\$2,880.00
Michael A. Sabella – Counsel	\$970.00	6.70	\$6,499.00
Subtotal		12.00	\$11,626.00

FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
(702) 262-6899
(702) 597-5503 (fax)

EXHIBIT B

Detailed Schedule of Time Expended by Professionals and Paraprofessionals

FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
(702) 262-6899
(702) 597-5503 (fax)

BakerHostetler

Cash Cloud Inc.
D/B/A Coin Cloud
10190 Covington Cross Dr
Las Vegas, NV 89144

Invoice Date: 05/18/23
Invoice Number: 51148561
B&H File Number: 12918/128018/000001
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Regulatory Compliance Services**

For professional services rendered through April 30, 2023

BALANCE FOR THIS INVOICE DUE BY 06/17/23 \$ **11,626.00**
All amounts are in United States Dollars

Remittance Copy

Please include this page with payment

Invoice No: 51148561

Firm Contact Information

Katie Young
(312) 416-6226
kyoung@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

Reference Invoice No:
51148561

FOR WIRE REMITTANCES:
Baker & Hostetler LLP
KeyBank, N.A., Cleveland, OH
Account No: [REDACTED]
SWIFT Code: [REDACTED]

Email the "Remittance Copy" to
bakerlockbox@bakerlaw.com

BakerHostetler

Cash Cloud Inc.
D/B/A Coin Cloud
10190 Covington Cross Dr
Las Vegas, NV 89144

Invoice Date: 05/18/23
Invoice Number: 51148561
B&H File Number: 12918/128018/000001
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Regulatory Compliance Services**

For professional services rendered through April 30, 2023

Fees	\$	11,626.00
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BALANCE FOR THIS INVOICE DUE BY 06/17/23 IN USD	\$	11,626.00
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Baker & Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Dallas Denver Houston
Los Angeles New York Orlando Philadelphia San Francisco Seattle Washington, DC Wilmington

Regarding: Regulatory Compliance Services

Matter Number: 128018.000001

Name	Hours	Rate	Amount
Brennan, Terry M.	0.30	\$ 950.00	\$ 285.00
Musiala, Robert A.	3.20	900.00	2,880.00
Kates, Elyssa S.	1.80	1,090.00	1,962.00
Sabella, Michael A.	6.70	970.00	6,499.00
Total	12.00		\$ 11,626.00

Date	Name	Description	Hours	Amount
04/04/23	Brennan, Terry M.	Attend to Ohio license issues.	0.30	285.00
04/19/23	Sabella, Michael A.	Work on revisions and edits to draft application for retention, verified statement, and proposed order in connection with firm retention.	2.80	2,716.00
04/19/23	Sabella, Michael A.	Correspondence with Debtor's counsel regarding draft paperwork in connection with retention and questions and issues relating to same.	0.20	194.00
04/20/23	Sabella, Michael A.	Phone call with counsel for Debtors regarding retention in bankruptcy case and application in connection with same.	0.20	194.00
04/20/23	Sabella, Michael A.	Work on edits and revisions to verified statement, application, and conflicts disclosure in connection with retention.	2.20	2,134.00
04/21/23	Kates, Elyssa S.	Preparation of retention application and verified statement of Mr. Musiala.	1.10	1,199.00
04/21/23	Kates, Elyssa S.	Correspondence with Mr. Majkut regarding conflicts issues.	0.10	109.00
04/21/23	Kates, Elyssa S.	Call with Mr. Majkut and Mr. Marraro regarding potential conflicts issues with	0.30	327.00

Baker & Hostetler LLP

Date	Name	Description	Hours	Amount
		Baker & Hostetler LLP's retention in the case.		
04/21/23	Kates, Elyssa S.	Correspondence with Mr. Musiala regarding the retention application.	0.20	218.00
04/21/23	Kates, Elyssa S.	Correspondence with Mr. Musiala, Ms. Chlum, Ms. Noll, Ms. Axlerod and Mr. Sabella regarding Baker & Hostetler LLP's retention application.	0.10	109.00
04/24/23	Sabella, Michael A.	Work on finalizing papers in connection with retention and correspondence with Mr. Musiala and Debtors' counsel regarding same.	0.40	388.00
04/26/23	Musiala, Robert A.	Discuss regulatory issues with C McAlary and B Axelrod, review related documentation.	0.90	810.00
04/26/23	Sabella, Michael A.	Review Court order scheduling hearing on application to employ, and correspondence with Mr. Musiala regarding same.	0.10	97.00
04/26/23	Sabella, Michael A.	Correspondence with Mr. Musiala and Ms. Kates regarding issues relating to retention and regulatory matters for Debtor.	0.50	485.00
04/26/23	Sabella, Michael A.	Correspondence with Mr. Musiala regarding issues relating to retention and regulatory matters in connection with Debtor.	0.30	291.00
04/27/23	Musiala, Robert A.	Review documentation and internal notes related to FL OFR suspension order, draft and send email regarding same to B Axelrod, C McAlary.	0.50	450.00
04/27/23	Musiala, Robert A.	Draft and send email to FL OFR regarding suspension order and request to schedule meeting.	0.40	360.00
04/27/23	Musiala, Robert A.	Draft potential conflict waiver email for Coin Cloud and RockItCoin.	0.50	450.00
04/28/23	Musiala, Robert A.	Review FL OFR documentation, discuss with C McAlary and B Axelrod.	0.90	810.00

Baker & Hostetler LLP

Atlanta Los Angeles	Chicago New York	Cincinnati Orlando	Cleveland Philadelphia	Columbus San Francisco	Costa Mesa Seattle	Dallas Washington, DC	Denver	Houston Wilmington
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Date	Name	Description	Hours	Amount
	Total		12.00	11,626.00

Baker & Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Dallas Denver Houston
Los Angeles New York Orlando Philadelphia San Francisco Seattle Washington, DC Wilmington

1 ROBERT A. MUSIALA, JR. ESQ.
 2 BAKER & HOSTETLER LLP
 3 One North Wacker Drive
 4 Suite 4500
 5 Chicago, IL 60606
 Telephone: 312.416.6200
 Facsimile: 312.416.6201
 Email: rmusiala@bakerlaw.com

6 *Regulatory Counsel for Debtor*

7
 8 **UNITED STATES BANKRUPTCY COURT**
 9

DISTRICT OF NEVADA

10 In re

Case No. BK-23-10423-mkn

11 CASH CLOUD, INC.,
 12 dba COIN CLOUD,

Chapter 11

13 Debtor.

14
 15 **BAKER & HOSTETLER'S MONTHLY
 16 FEE STATEMENT OF SERVICES
 17 RENDERED AND EXPENSES
 18 INCURRED FOR THE PERIOD FROM
 19 MAY 1, 2023 THROUGH MAY 31, 2023**

20 Hearing Date: N/A

21 Hearing Time: N/A

22 Baker & Hostetler ("B&H" or "Applicant"), regulatory counsel to Cash Cloud, Inc., dba
 23 Coin Cloud ("Debtor"), debtor and debtor in possession in the above-referenced chapter 11
 24 bankruptcy case (the "Chapter 11 Case"), respectfully submits this Monthly Fee Statement for
 25 Services Rendered and Expenses Incurred for the Period from May 1, 2023 through May 31, 2023
 26 (the "Statement"), pursuant to the *Order Authorizing Retention and Employment of Baker &*
27 Hostetler LLP as Regulatory Counsel to Debtor [ECF No. 525] (the "Retention Order") and the
28 Court's Order Granting Debtor's Motion Pursuant to 11 U.S.C. §§ 105(a) and 331, And Fed. R.
Bankr. P. 2016, Authorizing and Establishing Procedures for Interim Compensation and
Reimbursement of Expenses of Professionals [ECF No. 321] (the "Interim Compensation Procedures
 Order").

1 In support of this Statement, B&H respectfully represents as follows:

2 1. B&H was retained a regulatory counsel to the Debtor pursuant to the Retention Order,
3 dated and entered on May 5, 2023. On May 9, 2023, the Debtor paid B&H a retainer of \$50,000.00
4 (the “Retainer”) as authorized in the Retention Order.

5 2. B&H has endeavored to monitor and coordinate with the Debtor’s counsel in this
6 Chapter 11 Case to ensure a clear delineation of each firm’s respective roles in connection with the
7 representation of the Debtor in this Chapter 11 Case and to prevent duplication of services. The
8 professional services performed and expenses incurred by B&H were actual and necessary to
9 preserve and protect the value of the Debtor’s assets and estate.

10 3. B&H hereby seeks allowance and payment of interim compensation for services
11 rendered and reimbursement of expenses incurred as Debtor’s Court-authorized regulatory counsel
12 during the period commencing May 1, 2023 and ending May 31, 2023 (the “Statement Period”).

13 4. B&H submitted a prior application for compensation in connection with its
14 representation of the Debtor for the period of April 4, 2023 through April 30, 2023 (ECF Docket
15 No. 607) (the “April Statement”). A Certificate of No Objection to the April Statement was filed
16 with the Court on June 21, 2023 (ECF Docket No. 740).

17 5. For the Statement Period, B&H seeks allowance and payment of interim
18 compensation for fees in the amount of \$130,329.20, representing 80% of the \$162,911.50 in fees
19 incurred for services rendered during the Statement Period, and expenses in the amount of \$511.68,
20 representing 100% of the expenses incurred in connection with services rendered during the
21 Statement Period.

22 6. Attached hereto as Exhibit A is the name of each timekeeper who performed services
23 in connection with the Chapter 11 Case and the regulatory matters during the Statement Period, and
24 the hourly rate for each such timekeeper.

25 7. Attached hereto as Exhibit B is a detailed schedule of time expended by the
26 timekeepers who performed services during the Statement Period and a detailed schedule of
27 expenses paid during the Statement Period.

28

1 8. On the same date this Statement was filed, a copy of this Statement was served via
 2 electronic mail/notice on the following parties (each a “Notice Party,” and collectively the “Notice
 3 Parties”):

- 4 a. Cash Cloud, Inc., c/o Ayala & Associates, 300 S. 4th Street, 16th
 Floor, Las Vegas, NV 89101 (Attn: Daniel Ayala;
 dayala@ayalalaw.com);
- 5 b. Fox Rothschild, LLP, 1980 Festival Plaza Drive, Suite 700, Las Vegas,
 NV 89135 (Attn: Brett A. Axelrod, Esq.;
 baxelrod@foxrothschild.com); counsel to Debtor;
- 6 c. United States Trustee Tracy Hope Davis, 300 Las Vegas Boulevard
 South, Suite 4300, Las Vegas, NV 89101 (Attn: Jared A. Day, Trial
 Attorney; Jared.A.Day@usdoj.gov);
- 7 d. Seward & Kissell, LLP, One Battery Park Plaza, New York, NY 10004
 (Attn: Robert J. Gayda; gayda@sewkis.com; Catherine V. LoTempio;
 lotempio@sewkis.com; Andrew J. Matott; matott@sewkis.com), and
 McDonald Carano, LLP, 2300 West Sahara Avenue, Suite 1200, Las
 Vegas, NV 89102 (Attn: Ryan J. Works;
 rworks@mcdonaldcarano.com), counsel to the Official Committee of
 Unsecured Creditors;
- 8 e. Berger Singerman LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL
 33131 (Attn: Jordi Gusó; JGuso@bergersingerman.com), and Sylvester
 & Polednak, Ltd., 1731 Village Center Circle, Las Vegas, NV 89134
 (Attn: Jeffrey R. Sylvester; Jeff@SylvesterPolednak.com); counsel to
 DIP lender CKDL Credit, LLC;
- 9 f. Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019-
 9601 (Attn: Andrew Kissner; akissner@mofo.com; Gary Lee;
 glee@mofo.com), and Shea Larsen, 1731 Village Center Circle, Suite
 150, Las Vegas, NV 89134 (Attn: James Patrick Shea; jshea@shea.law;
 Bart K. Larsen; blarsen@shea.law; Kyle M. Wyant;
 kwyant@shea.law); counsel to Enigma Securities Limited; and
- 10 g. Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York,
 NY 10006, (Attn: Sean A. O’Neal; soneal@cgsh.com; Jane VanLare;
 jvanlare@cgsh.com), and Snell & Wilmer L.L.P., 3883 Howard Hughes
 Parkway, Suite 1100, Las Vegas, NV 89169 (Attn: Robert R. Kinias;
 rkinas@swlaw.com); counsel to Genesis Global Holdco, LLC.

1 9. Pursuant to the Interim Compensation Procedures Order, each Notice Party will have
2 twenty (20) days after service (or the next business day if the 20th day is not a business day) of a
3 Monthly Fee Application (the “Objection Deadline”), to object to the requested fees and expenses in
4 accordance with the procedures described in subparagraph (b) set forth on page three of the Interim
5 Compensation Procedures Order.

6 10. If no objections are raised on or before the Objection Deadline, Applicant shall file a
7 certificate of no objection with the Court, after which Debtor shall be authorized to pay to Applicant
8 an amount equal to 80 percent of the fees and 100 percent of the expenses incurred during the period
9 covered by Applicant’s Monthly Fee Application (the “Aggregate Monthly Amount”). Applicant
10 shall draw down on the Retainer in the Aggregate Monthly Amount. To the extent that the Retainer
11 is extinguished by payment in connection with the April Statement and this Statement, Debtor shall
12 be authorized to pay to Applicant the balance of the Aggregate Monthly Amount as contemplated
13 herein.

14 11. If an objection is properly filed before the Objection Deadline, Applicant shall file a
15 certificate of no objection with the Court with respect to the fees and expenses, if any, that are not
16 subject to objection (the “Undisputed Fees” and “Undisputed Expenses”), after which Debtor shall
17 be authorized to pay to Applicant an amount equal to 80 percent of the Undisputed Fees and 100
18 percent of the Undisputed Expenses incurred during the period covered by Applicant’s Monthly Fee
19 Application (the “Aggregate Monthly Undisputed Amount”). Applicant shall draw down on the
20 Retainer in the Aggregate Monthly Undisputed Amount. To the extent that the Retainer is
21 extinguished by payment in connection with the April Statement and this Statement, Debtor shall be
22 authorized to pay to Applicant the balance of the Aggregate Monthly Undisputed Amount as
23 contemplated herein.

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12. Applicant acknowledges that the interim payment of compensation and reimbursement of expenses sought in this Statement does not constitute a request for final allowance of such compensation and reimbursement of expenses. At the conclusion of the Chapter 11 Case, Applicant will seek final allowance of the fees charged and expenses incurred for the entirety of the Chapter 11 Case, and any interim fees and expenses received during the course of the Chapter 11 Case will be credited against such fees and expenses that are allowed on a final basis.

13. Neither Applicant nor any member of B&H has any agreement or understanding of any kind to divide, pay over, or share with any other person, except as among the members of B&H, any portion of the fees or expenses to be awarded pursuant to this Statement.

Dated this 30th day of June 2023.

BAKER & HOSTETLER LLP

By: /s/Robert A. Musiala
Robert A. Musiala
One North Wacker Drive
Suite 4500
Chicago, IL 60606
Telephone: 312.416.6200
Facsimile: 312.416.6201
Email: rmusiala@bakerlaw.com
Michael A. Sabella
45 Rockefeller Plaza
New York, NY 10111
(212) 589-4200
msabella@bakerlaw.com

Regulatory Counsel for Debtor

Respectfully submitted by:

FOX ROTHSCHILD LLP

By: /s/*Brett A. Axelrod*

BRETT A. AXELROD, ESQ.
Nevada Bar No. 5859
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
Counsel for Debtor

EXHIBIT A

Summary of B&H Professionals and Paraprofessionals

May 1, 2023 through May 30, 2023

<u>Attorney</u>	<u>Hourly Rate</u>	<u>Application Hours</u>	<u>Total Fees</u>
Jonathan A. Forman – Partner	\$1,150.00	35.30	\$40,595.00
Christopher W. Lamb - Associate	\$500.00	21.20	\$10,600.00
Robert A. Musiala – Partner	\$900.00	64.20	\$57,780.00
Veronica Reynolds – Associate	\$725.00	66.10	\$47,922.50
Michael A. Sabella – Counsel	\$970.00	6.20	\$6,014.00
Subtotal		193.00	\$162,911.50

FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
(702) 262-6899
(702) 597-5503 (fax)

EXHIBIT B

Detailed Schedule of Time Expended by Professionals and Paraprofessionals and Detailed Schedule of Expenses Incurred

FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
(702) 262-6899
(702) 597-5503 (fax)

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Cash Cloud Inc.
D/B/A Coin Cloud
10190 Covington Cross Dr
Las Vegas, NV 89144

Invoice Date: 06/29/23
Invoice Number: 51163257
B&H File Number: 12918/128018/000001
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Regulatory Compliance Services

For professional services rendered through May 31, 2023

BALANCE FOR THIS INVOICE DUE BY 07/29/23 \$ **163,423.18**
All amounts are in United States Dollars

Remittance Copy

Please include this page with payment

Invoice No: 51163257

Firm Contact Information

Katie Young
(312) 416-6226
kyoung@bakerlaw.com

Please Remit To: Baker & Hostetler LLP P.O. Box 70189 Cleveland, OH 44190-0189	FOR WIRE REMITTANCES: Baker & Hostetler LLP KeyBank, N.A., Cleveland, OH Account No: <u>SWIFT Code:</u>
Reference Invoice No: 51163257	Email the "Remittance Copy" to bakerlockbox@bakerlaw.com

BakerHostetler

Cash Cloud Inc.
D/B/A Coin Cloud
10190 Covington Cross Dr
Las Vegas, NV 89144

Invoice Date: 06/29/23
Invoice Number: 51163257
B&H File Number: 12918/128018/000001
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Regulatory Compliance Services

For professional services rendered through May 31, 2023

Fees	\$ 162,911.50
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Expenses and Other Charges

Automated Research (E106)	511.68
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Total Expenses	\$ 511.68
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BALANCE FOR THIS INVOICE DUE BY 07/29/23 IN USD	\$ 163,423.18
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Baker & Hostetler LLP

<i>Atlanta</i> <i>Los Angeles</i>	<i>Chicago</i> <i>New York</i>	<i>Cincinnati</i> <i>Orlando</i>	<i>Cleveland</i> <i>Philadelphia</i>	<i>Columbus</i> <i>San Francisco</i>	<i>Costa Mesa</i> <i>Seattle</i>	<i>Dallas</i> <i>Washington, DC</i>	<i>Denver</i>	<i>Houston</i> <i>Wilmington</i>
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Regarding: Regulatory Compliance Services

Matter Number: 128018.000001

Name	Hours	Rate	Amount
Forman, Jonathan A.	35.30	\$ 1,150.00	\$ 40,595.00
Musiala, Robert A.	64.20	900.00	57,780.00
Lamb, Christopher W.	21.20	500.00	10,600.00
Reynolds, Veronica	66.10	725.00	47,922.50
Sabella, Michael A.	6.20	970.00	6,014.00
Total	193.00		\$ 162,911.50

Date	Name	Description	Hours	Amount
05/01/23	Musiala, Robert A.	Email communications with Florida Office of Financial Regulation.	0.40	360.00
05/01/23	Sabella, Michael A.	Prepare Supplemental Verified Statement in connection with application to employ by Debtor.	0.80	776.00
05/01/23	Sabella, Michael A.	Prepare Supplemental Disclosure form in connection with application for retention and supplemental verified statement regarding same.	0.20	194.00
05/02/23	Reynolds, Veronica	Analyze Florida statutes to confirm scope of license and exemption requirements and corresponding legal authorities.	0.80	580.00
05/02/23	Reynolds, Veronica	Analyze and summarize provisions within terms of use applicable to consent order.	0.70	507.50
05/02/23	Reynolds, Veronica	Analyze Florida consent order and factual and legal arguments regarding the same and summarize next steps for follow-up post call.	1.10	797.50
05/02/23	Sabella, Michael A.	Correspondence with Mr. Musiala regarding supplemental verified statement.	0.10	97.00

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Date	Name	Description	Hours	Amount
05/03/23	Forman, Jonathan A.	Review background materials to understand Florida Office of Financial Regulation's order and client's response strategy.	1.00	1,150.00
05/03/23	Musiala, Robert A.	Communications with C McAlary and B Axelrod regarding Florida Office of Financial Regulation suspension order.	0.50	450.00
05/03/23	Musiala, Robert A.	Review and analyze Florida Office of Financial Regulation suspension order and related materials.	1.10	990.00
05/03/23	Reynolds, Veronica	Analyze and summarize Florida complaint and related documents.	1.40	1,015.00
05/04/23	Musiala, Robert A.	Review disclosure filings, discuss with M Sabella.	0.30	270.00
05/04/23	Sabella, Michael A.	Correspondence with Debtor's counsel regarding supplemental verified statement and hearing.	0.20	194.00
05/04/23	Sabella, Michael A.	Discussion with Mr. Musiala regarding draft supplemental verified statement and revisions to same.	0.30	291.00
05/08/23	Musiala, Robert A.	Review Florida Office of Financial Regulation suspension order documentation.	0.50	450.00
05/08/23	Musiala, Robert A.	Update response letter to CKDL Credit LLC, send to C McAlary and B Axelrod for review.	0.30	270.00
05/08/23	Musiala, Robert A.	Draft Florida Office of Financial Regulation summary slide, send to C McAlary and B Axelrod for review.	0.60	540.00
05/08/23	Musiala, Robert A.	Review and update Florida Office of Financial Regulation internal talking points.	0.80	720.00
05/09/23	Forman, Jonathan A.	Review background materials on Florida Office of Financial Regulation consent order.	1.60	1,840.00
05/09/23	Forman, Jonathan A.	Review and reply to emails from Mr.	0.50	575.00

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Atlanta Los Angeles	Chicago New York	Cincinnati Orlando	Cleveland Philadelphia	Columbus San Francisco	Costa Mesa Seattle	Dallas Washington, DC	Denver	Houston Wilmington
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Date	Name	Description	Hours	Amount
		Musiala and Ms. Reynolds regarding meeting slide and confidentiality protections.		
05/09/23	Forman, Jonathan A.	Call with Mr. Musiala and Ms. Reynolds regarding meeting strategy with Florida Office of Financial Regulation.	1.00	1,150.00
05/09/23	Lamb, Christopher W.	Research Florida law and Statutes that protect information from disclosure similar to a FOIA request, including Florida's Sunshine law.	1.80	900.00
05/09/23	Musiala, Robert A.	Communications with C. Lamb regarding confidentiality research.	0.40	360.00
05/09/23	Musiala, Robert A.	Meet with C. McAlary, B. Axelrod, K. Naringahon, V. Reynolds to discuss Florida Office of Financial Regulation meeting, debrief with V Reynolds.	1.50	1,350.00
05/09/23	Musiala, Robert A.	Finalize materials for Florida Office of Financial Regulation meeting.	2.80	2,520.00
05/09/23	Musiala, Robert A.	Review Florida Office of Financial Regulation materials, discuss with J. Forman and V. Reynolds.	1.00	900.00
05/09/23	Musiala, Robert A.	Communications with client regarding information requests.	0.50	450.00
05/09/23	Reynolds, Veronica	Analyze scope of confidentiality communications under Florida law to facilitate research of C. Lamb.	0.40	290.00
05/09/23	Reynolds, Veronica	Confer with, and take notes during, Coin Cloud call and confer with R. Musiala regarding the same.	1.50	1,087.50
05/09/23	Reynolds, Veronica	Confer with R. Musiala and J. Forman regarding Coin Cloud Florida Office of Financial Regulation suspension order and administrative complaint.	1.00	725.00
05/10/23	Forman, Jonathan A.	Emails with team in preparation for meeting with Florida Florida Office of Financial Regulation.	0.60	690.00

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Date	Name	Description	Hours	Amount
05/10/23	Reynolds, Veronica	Analyze anti-money laundering policy of Cash Cloud for purposes of preparing for Florida Office of Financial Regulation meeting.	0.20	145.00
05/10/23	Reynolds, Veronica	Analyze and summarize legal authorities, to facilitate preparation for Coin Cloud Florida Office of Financial Regulation meeting.	1.20	870.00
05/11/23	Forman, Jonathan A.	Emails with Mr. Musiala, Ms. Reynolds, and Mr. Lamb regarding research.	0.20	230.00
05/11/23	Forman, Jonathan A.	Review analysis of Coingame order to advise Coin Cloud's Florida Office of Financial Regulation response.	0.60	690.00
05/11/23	Forman, Jonathan A.	Review Florida Office of Financial Regulation notes to advise on next steps.	0.30	345.00
05/11/23	Musiala, Robert A.	Meet with Florida Office of Financial Regulation, debrief with V. Reynolds.	1.30	1,170.00
05/11/23	Musiala, Robert A.	Review Florida Office of Financial Regulation materials and internal work product in preparation for meeting with Florida Office of Financial Regulation.	2.20	1,980.00
05/11/23	Reynolds, Veronica	Confer with M. Sabella regarding bankruptcy proceedings.	0.20	145.00
05/11/23	Reynolds, Veronica	Confer with, and take notes during call with, Florida Office of Financial Regulation.	0.90	652.50
05/11/23	Reynolds, Veronica	Analyze arguments and draft research points for associate team and draft preliminary letter outline for response to Florida Office of Financial Regulation.	0.70	507.50
05/11/23	Reynolds, Veronica	Analyze relevant materials related to Florida Office of Financial Regulation suspension order in order to revise letter outline.	0.30	217.50
05/11/23	Reynolds, Veronica	Confer with R. Musiala regarding response to Florida Office of Financial Regulation and analyze arguments for letter response	0.40	290.00

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Date	Name	Description	Hours	Amount
		to Florida Office of Financial Regulation.		
05/11/23	Sabella, Michael A.	Prepare write-up on bankruptcy filing and case for inclusion in letter to Florida regulatory authority.	0.80	776.00
05/11/23	Sabella, Michael A.	Review bankruptcy court filings for background on case filing and relevant dates for inclusion in response to Florida regulatory agency.	0.60	582.00
05/11/23	Sabella, Michael A.	Phone conference with Ms. Reynolds regarding letter responding to Florida state on regulatory matter.	0.20	194.00
05/12/23	Forman, Jonathan A.	Review correspondence order, and other background materials to advise client on responses.	0.70	805.00
05/12/23	Lamb, Christopher W.	Research regarding authorities that indicate whether unhosted cryptocurrency wallets qualify as an intermediaries in the context of money transmitter or money service business laws.	2.30	1,150.00
05/12/23	Reynolds, Veronica	Analyze Coin Cloud's defense posture and administrative response strategy.	0.50	362.50
05/12/23	Reynolds, Veronica	Summarize Florida Office of Financial Regulation suspension order and administrative complaint and questions of law.	0.40	290.00
05/13/23	Reynolds, Veronica	Summarize Coin Cloud's virtual currency product offerings for draft Florida Office of Financial Regulation letter.	2.80	2,030.00
05/14/23	Lamb, Christopher W.	Correspondence with Ms. Reynolds regarding the research on Florida law's definition of intermediaries.	0.10	50.00
05/14/23	Lamb, Christopher W.	Research regarding Florida law's definition of intermediaries and treatment of unhosted wallets by the Office of Financial Regulation.	1.70	850.00
05/14/23	Reynolds, Veronica	Continue to summarize Coin Cloud's virtual	2.80	2,030.00

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Date	Name	Description	Hours	Amount
		currency product offerings for draft Florida Office of Financial Regulation letter.		
05/15/23	Forman, Jonathan A.	Review memo outlining meeting with Florida Office of Financial Regulation to guide response strategy.	0.40	460.00
05/15/23	Forman, Jonathan A.	Call with team to discuss Florida Office of Financial Regulation response strategy.	1.10	1,265.00
05/15/23	Lamb, Christopher W.	Phone conference with Mr. Musiala, Mr. Forman and Ms. Reynolds regarding the drafting of a letter in response to the Florida Office of Financial Regulation.	1.10	550.00
05/15/23	Lamb, Christopher W.	Research regarding the use of intermediary throughout the Florida Statutes.	0.10	50.00
05/15/23	Musiala, Robert A.	Review and reply to emails from B Axelrod and K Naringahon regarding responses to state financial regulators.	0.70	630.00
05/15/23	Musiala, Robert A.	Meet with J Forman, V Reynolds, C Lamb to discuss Florida Office of Financial Regulation Response.	1.10	990.00
05/15/23	Reynolds, Veronica	Summarize Coin Cloud's virtual currency product offerings, research and analyze relevant points of law, and draft letter response to Florida Office of Financial Regulation regarding Suspension Order accordingly.	1.50	1,087.50
05/15/23	Reynolds, Veronica	Confer with R. Musiala, J. Forman and C. Lamb regarding Coin Cloud Florida Office of Financial Regulation response.	1.10	797.50
05/16/23	Forman, Jonathan A.	Review product description to advise on response to Florida Florida Office of Financial Regulation and provide comments to team.	0.90	1,035.00
05/16/23	Lamb, Christopher W.	Review Coin Cloud's website and terms of service and analyze the applicability of money transmitter licensure requirements to their services.	1.90	950.00

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Date	Name	Description	Hours	Amount
05/16/23	Lamb, Christopher W.	Draft the Florida creditors exhibit for response to the Florida Office of Financial Regulation.	0.40	200.00
05/16/23	Lamb, Christopher W.	Analyze issues regarding the services offered by Coin Cloud and their classification under money transmitter laws.	0.20	100.00
05/16/23	Lamb, Christopher W.	Correspondence with Ms. Reynolds regarding the services offered by Coin Cloud and their classification under money transmitter laws.	0.10	50.00
05/16/23	Reynolds, Veronica	Summarize Coin Cloud's virtual currency product offerings, research and analyze relevant points of law, and draft letter response to Florida Office of Financial Regulation regarding Suspension Order accordingly.	2.20	1,595.00
05/17/23	Lamb, Christopher W.	Review the schedules to determine Florida creditors to incorporate into drafting an exhibit to Response Letter to Florida Office of Financial Regulation.	2.10	1,050.00
05/17/23	Reynolds, Veronica	Summarize customer disputes and draft opposition to facts as stated by Florida Office of Financial Regulation for letter.	3.60	2,610.00
05/17/23	Sabella, Michael A.	Review draft invoice relating to matter in connection with preparing fee application for filing.	0.30	291.00
05/17/23	Sabella, Michael A.	Prepare draft monthly application for fees and expenses in connection with firm representation of Debtor.	1.30	1,261.00
05/18/23	Musiala, Robert A.	Review CKDL Credit LLC contract dispute issues, discuss with A Noll.	0.60	540.00
05/18/23	Musiala, Robert A.	Draft letter response to CKDL Credit LLC attorneys, send to B Axelrod and A Noll for review.	1.60	1,440.00
05/18/23	Reynolds, Veronica	Revise letter draft and conduct additional research for response to Florida Office of Financial Regulation.	2.80	2,030.00

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Date	Name	Description	Hours	Amount
05/19/23	Forman, Jonathan A.	Review and edit draft facts section for Florida Office of Financial Regulation suspension order response.	4.40	5,060.00
05/19/23	Musiala, Robert A.	Discuss status of CKDL Credit LLC response letter and Florida Office of Financial Regulation response letter with C McAlary, K Naringahon, B Axelrod, V Reynolds.	0.40	360.00
05/19/23	Musiala, Robert A.	Review and update Florida Office of Financial Regulation response letter.	1.40	1,260.00
05/19/23	Musiala, Robert A.	Review and update draft letter to CKDL Credit LLC.	2.80	2,520.00
05/19/23	Reynolds, Veronica	Revise letter draft, summarize Coin Cloud Terms of Use and arguments supporting opposition to facts as stated by Florida Office of Financial Regulation.	4.20	3,045.00
05/19/23	Reynolds, Veronica	Take notes and confer with client.	0.40	290.00
05/21/23	Forman, Jonathan A.	Further review and edit draft facts section to response to Florida Office of Financial Regulation suspension order.	2.50	2,875.00
05/21/23	Musiala, Robert A.	Draft Florida Office of Financial Regulation response, send draft to C McAlary, K Naringahon, B Axelrod, J Forman for review.	7.50	6,750.00
05/22/23	Forman, Jonathan A.	Revise draft response to Florida Office of Financial Regulation suspension order.	2.50	2,875.00
05/22/23	Forman, Jonathan A.	Call with Mr. Musiala to discuss response to Florida Office of Financial Regulation suspension order	0.30	345.00
05/22/23	Forman, Jonathan A.	Conduct research to support response to Florida Office of Financial Regulation suspension order.	2.00	2,300.00
05/22/23	Lamb, Christopher W.	Revise the Florida Creditors Exhibit.	0.40	200.00
05/22/23	Musiala, Robert A.	Review and draft Florida Office of Financial	0.90	810.00

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Date	Name	Description	Hours	Amount
		Regulation response and communications with J. Forman regarding same.		
05/22/23	Musiala, Robert A.	Discuss Florida Office of Financial Regulation response with A Noll.	0.30	270.00
05/22/23	Reynolds, Veronica	Research administrative and money services business laws, and relevant legislative history, and summarize relevant facts and law for inclusion in draft letter to Florida Office of Financial Regulation.	3.80	2,755.00
05/23/23	Forman, Jonathan A.	Revise draft response focusing on introduction and legal section.	4.60	5,290.00
05/23/23	Lamb, Christopher W.	Attend Teams Conference Call with Mr. Musiala, Ms. Naringahon, and Mr. McAlary regarding the Florida Office of Financial Regulation Draft Response.	0.80	400.00
05/23/23	Lamb, Christopher W.	Correspondence with Mr. Musiala regarding the Office of Financial Regulation Draft Response Letter teams conference.	0.10	50.00
05/23/23	Musiala, Robert A.	Draft Florida Office of Financial Regulation response.	3.00	2,700.00
05/23/23	Musiala, Robert A.	Meet with C McAlary, K Naringham and C Lamb to discuss draft Florida Office of Financial Regulation response.	0.80	720.00
05/23/23	Reynolds, Veronica	Analyze additional policy documentation provided by Coin Cloud, summarize factual allegations in Coin Cloud's suspension order, Coin Cloud customer refund narratives and Coin Cloud product and service offerings, for inclusion in Florida Office of Financial Regulation letter.	4.30	3,117.50
05/23/23	Reynolds, Veronica	Research administrative and summarize relevant money services business substantive and procedural provisions, and relevant legislative history, and summarize for inclusion in draft letter to Florida Office of Financial Regulation.	3.10	2,247.50
05/24/23	Forman, Jonathan A.	Review and edit draft response to Florida	3.40	3,910.00

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Date	Name	Description	Hours	Amount
		Office of Financial Regulation suspension order.		
05/24/23	Forman, Jonathan A.	Call with Mr. Musiala regarding draft response to Florida Office of Financial Regulation suspension order.	0.60	690.00
05/24/23	Lamb, Christopher W.	Research what procedural relief Coin Cloud can seek regarding the Office of Financial Regulation Suspension Order.	2.00	1,000.00
05/24/23	Lamb, Christopher W.	Review and analyze the Emergency Suspension Order for factual arguments.	1.50	750.00
05/24/23	Lamb, Christopher W.	Review the Florida Creditor Exhibit for the Response Letter to the Florida Office of Financial Regulation.	0.80	400.00
05/24/23	Lamb, Christopher W.	Teams call with Mr. Musiala and Ms. Reynolds regarding the drafting of a response letter to Florida's Office of Financial Regulation.	0.50	250.00
05/24/23	Musiala, Robert A.	Discuss draft Florida Office of Financial Regulation response with J Forman.	0.60	540.00
05/24/23	Musiala, Robert A.	Discuss draft Florida Office of Financial Regulation response with V. Reynolds and C. Lamb.	0.50	450.00
05/24/23	Musiala, Robert A.	Draft Florida Office of Financial Regulation response.	5.30	4,770.00
05/24/23	Reynolds, Veronica	Revise Coin Cloud product and services summary, summarize applicable provisions of consumer terms of use, and anti-money laundering processes and procedures, for letter to Florida Office of Financial Regulation.	2.70	1,957.50
05/24/23	Reynolds, Veronica	Confer with R. Musiala and C. Lamb regarding Florida Office of Financial Regulation response and research concerning the same.	0.50	362.50
05/25/23	Musiala, Robert A.	Draft Florida Florida Office of Financial Regulation response.	4.40	3,960.00

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Date	Name	Description	Hours	Amount
05/25/23	Reynolds, Veronica	Summarize applicable provisions of money services business laws, and judicial interpretation thereof, in Oregon to prepare for response to the Oregon Division of Financial Regulation and revise letter in its entirety.	2.60	1,885.00
05/26/23	Lamb, Christopher W.	Review and revise the Draft Response to the Florida Office of Financial Regulation.	1.20	600.00
05/26/23	Reynolds, Veronica	Analyze and summarize Florida Office of Financial Regulation's authority and powers, and statutory suspension order pleading standard, with regard to suspension order, and draft arguments in support of Coin Cloud for letter to Florida Office of Financial Regulation.	4.10	2,972.50
05/26/23	Reynolds, Veronica	Research and summarize relevant administrative money services business and administrative statutory law and judicial interpretation and money services business amendment legislative history for purposes of revising letter to Florida Office of Financial Regulation.	2.30	1,667.50
05/27/23	Reynolds, Veronica	Revise draft Florida Office of Financial Regulation letter pursuant to revision and comment from R. Musiala.	3.50	2,537.50
05/28/23	Forman, Jonathan A.	Review and edit draft letter responding to Florida Office of Financial Regulation suspension order.	3.10	3,565.00
05/28/23	Musiala, Robert A.	Draft Florida Office of Financial Regulation response.	3.50	3,150.00
05/28/23	Reynolds, Veronica	Conduct further research under Florida substantive and administrative rules, laws and regulations, and revise Florida Office of Financial Regulation letter accordingly.	4.30	3,117.50
05/29/23	Musiala, Robert A.	Draft Florida Office of Financial Regulation response.	9.30	8,370.00
05/29/23	Sabella, Michael A.	Correspondence with Mr. Musiala regarding	0.10	97.00

Baker & Hostetler LLP

Date	Name	Description	Hours	Amount
		draft fee application and correspondence with Debtors' counsel regarding same.		
05/30/23	Forman, Jonathan A.	Review and edit draft response letter to Florida Office of Financial Regulation responding to suspension order.	3.00	3,450.00
05/30/23	Lamb, Christopher W.	Review and revise the Response to the Florida Office of Financial Regulation.	2.10	1,050.00
05/30/23	Musiala, Robert A.	Finalize Florida Office of Financial Regulation response.	5.30	4,770.00
05/30/23	Reynolds, Veronica	Revise case law citations for Florida Office of Financial Regulation letter response.	0.20	145.00
05/30/23	Reynolds, Veronica	Analyze Suspension Order for purposes of finalizing Florida Office of Financial Regulation letter response.	1.60	1,160.00
05/30/23	Sabella, Michael A.	Correspondence with Mr. Musiala regarding fee application and correspondence with Debtors' counsel regarding same.	0.40	388.00
05/30/23	Sabella, Michael A.	Revise draft monthly fee application and finalize same for filing with the Bankruptcy Court.	0.60	582.00
05/30/23	Sabella, Michael A.	Review Debtor's bankruptcy schedules in connection with proposed language to regulatory agency regarding bankruptcy assets of Debtor.	0.10	97.00
05/30/23	Sabella, Michael A.	Review and revise proposed language to regulatory agency regarding bankruptcy assets of Debtor.	0.10	97.00
05/30/23	Sabella, Michael A.	Correspondence with Mr. Musiala regarding revisions to language for regulatory agency regarding Debtor's assets.	0.10	97.00
Total			193.00	162,911.50

Expenses and Other Charges

Baker & Hostetler LLP

05/09/23	Westlaw Research - 05/09/23 by LAMBCHRISTOPHER	3.12
05/09/23	Westlaw Research - 05/09/23 by REYNOLDSVERONICA	3.12
05/14/23	Westlaw Research - 05/14/23 by LAMBCHRISTOPHER	78.88
05/18/23	Westlaw Research - 05/18/23 by REYNOLDSVERONICA	20.64
05/19/23	Westlaw Research - 05/19/23 by REYNOLDSVERONICA	58.64
05/23/23	Westlaw Research - 05/23/23 by REYNOLDSVERONICA	67.68
05/24/23	Westlaw Research - 05/24/23 by REYNOLDSVERONICA	132.32
05/24/23	Westlaw Research - 05/24/23 by LAMBCHRISTOPHER	54.72
05/26/23	Westlaw Research - 05/26/23 by REYNOLDSVERONICA	44.40
05/27/23	Westlaw Research - 05/27/23 by REYNOLDSVERONICA	24.16
05/28/23	Westlaw Research - 05/28/23 by REYNOLDSVERONICA	13.68
05/30/23	Westlaw Research - 05/30/23 by LAMBCHRISTOPHER	10.32

Subtotal - Automated Research (E106) **511.68**

Total **\$ 511.68**

ROBERT A. MUSIALA, JR. ESQ.
BAKER & HOSTETLER LLP
One North Wacker Drive
Suite 4500
Chicago, IL 60606
Telephone: 312.416.6200
Facsimile: 312.416.6201
Email: rmusiala@bakerlaw.com

Regulatory Counsel for Debtor

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re

CASH CLOUD, INC.,
dba COIN CLOUD,

Debtor.

Case No. BK-23-10423-mkn

Chapter 11

**BAKER & HOSTETLER'S THIRD
MONTHLY FEE STATEMENT OF
SERVICES RENDERED AND
EXPENSES INCURRED FOR THE
PERIOD FROM JUNE 1, 2023
THROUGH JUNE 30, 2023**

Hearing Date: N/A
Hearing Time: N/A

Baker & Hostetler (“B&H” or “Applicant”), regulatory counsel to Cash Cloud, Inc., dba Coin Cloud (“Debtor”), debtor and debtor in possession in the above-referenced chapter 11 bankruptcy case (the “Chapter 11 Case”), respectfully submits its Monthly Fee Statement for Services Rendered and Expenses Incurred for the Period from June 1, 2023 through June 30, 2023 (the “June Statement”), pursuant to the *Order Authorizing Retention and Employment of Baker & Hostetler LLP as Regulatory Counsel to Debtor* [ECF No. 525] (the “Retention Order”) and the Court’s *Order Granting Debtor’s Motion Pursuant to 11 U.S.C. §§ 105(a) and 331, And Fed. R. Bankr. P. 2016, Authorizing and Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 321] (the “Interim Compensation Procedures Order”).

1 In support of the June Statement, B&H respectfully represents as follows:

2 **The June Statement**

3 1. B&H was retained as regulatory counsel to the Debtor pursuant to the Retention
4 Order, dated and entered on May 5, 2023. On May 9, 2023, the Debtor paid B&H a retainer of
5 \$50,000.00 (the “Retainer”) as authorized in the Retention Order.

6 2. B&H has endeavored to monitor and coordinate with the Debtor’s counsel in this
7 Chapter 11 Case to ensure a clear delineation of each firm’s respective roles in connection with the
8 representation of the Debtor in this Chapter 11 Case and to prevent duplication of services. The
9 professional services performed and expenses incurred by B&H were actual and necessary to
10 preserve and protect the value of the Debtor’s assets and estate.

11 3. B&H submitted two prior applications for compensation in connection with its
12 representation of the Debtor.

13 4. The first application (the “April Statement”) was for the period of April 4, 2023
14 through April 30, 2023 (ECF Docket No. 607) (the “April Statement Period”). In the April
15 Statement B&H sought allowance and payment of interim compensation for fees in the amount of
16 \$9,300.80, representing 80% of the \$11,626.00 in fees incurred for services rendered during the
17 April Statement Period. There were no expenses incurred in the April Statement Period. The
18 holdback under the April Statement is \$2,325.20 (the “April Holdback”).

19 5. A Certificate of No Objection to the April Statement was filed with the Court on June
20 21, 2023 (ECF Docket No. 740).

21 6. B&H’s second application (the “May Statement”) was for the period of May 1, 2023
22 through May 31, 2023 (ECF Docket No. 321) (the “May Statement Period”). In the May Statement,
23 B&H sought allowance and payment of interim compensation for fees in the amount of \$130,329.20,
24 representing 80% of the \$162,911.50 in fees incurred for services rendered during the May
25 Statement Period, and expenses in the amount of \$511.68, representing 100% of the expenses
26 incurred in connection with services rendered during the Statement Period. The holdback under the
27 May Statement is \$32,582.30 (the “May Holdback”).

28

1 7. A Certificate of No Objection to the May Statement was filed with the Court on
 2 August 2, 2023 (ECF Docket No. 792).

3 8. In the instant application, B&H hereby seeks allowance and payment of interim
 4 compensation for services rendered and reimbursement of expenses incurred as Debtor's Court-
 5 authorized regulatory counsel during the period commencing June 1, 2023 and ending June 30, 2023
 6 (the "June Statement Period").

7 9. For the June Statement Period, B&H seeks allowance and payment of interim
 8 compensation for fees in the amount of \$5,867.20, representing 80% of the \$7,334.00 in fees
 9 incurred for services rendered during the June Statement Period. There were no expenses incurred
 10 in the June Statement Period. The holdback under the June Statement is \$1,466.80 (the "June
 11 Holdback").

12 10. Attached hereto as Exhibit A is the name of each timekeeper who performed services
 13 in connection with the Chapter 11 Case and the regulatory matters during the June Statement Period,
 14 and the hourly rate for each such timekeeper.

15 11. Attached hereto as Exhibit B is a detailed schedule of time expended by the
 16 timekeepers who performed services during the June Statement Period.

17 12. On the same date this Statement was filed, a copy of the June Statement was served
 18 via electronic mail/notice on the following parties (each a "Notice Party," and collectively the
 19 "Notice Parties"):

- 20 a. Cash Cloud, Inc., c/o Ayala & Associates, 300 S. 4th Street, 16th
 Floor, Las Vegas, NV 89101 (Attn: Daniel Ayala;
 dayala@ayalalaw.com);
- 21 b. Fox Rothschild, LLP, 1980 Festival Plaza Drive, Suite 700, Las Vegas,
 NV 89135 (Attn: Brett A. Axelrod, Esq.;
 baxelrod@foxrothschild.com); counsel to Debtor;
- 22 c. United States Trustee Tracy Hope Davis, 300 Las Vegas Boulevard
 South, Suite 4300, Las Vegas, NV 89101 (Attn: Jared A. Day, Trial
 Attorney; Jared.A.Day@usdoj.gov);
- 23 d. Seward & Kissell, LLP, One Battery Park Plaza, New York, NY 10004
 (Attn: Robert J. Gayda; gayda@sewkis.com; Catherine V. LoTempio;
 lotempio@sewkis.com; Andrew J. Matott; matott@sewkis.com), and

1 McDonald Carano, LLP, 2300 West Sahara Avenue, Suite 1200, Las
 2 Vegas, NV 89102 (Attn: Ryan J. Works;
 3 rworks@mcdonaldcarano.com), counsel to the Official Committee of
 4 Unsecured Creditors;

- 5 e. Berger Singerman LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL
 6 33131 (Attn: Jordi Guso; JGuso@bergersingerman.com), and Sylvester
 7 & Polednak, Ltd., 1731 Village Center Circle, Las Vegas, NV 89134
 8 (Attn: Jeffrey R. Sylvester; Jeff@SylvesterPolednak.com); counsel to
 9 DIP lender CKDL Credit, LLC;
- 10 f. Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019-
 11 9601 (Attn: Andrew Kissner; akissner@mofo.com; Gary Lee;
 12 glee@mofo.com), and Shea Larsen, 1731 Village Center Circle, Suite
 13 150, Las Vegas, NV 89134 (Attn: James Patrick Shea; jshea@shea.law;
 14 Bart K. Larsen; blarsen@shea.law; Kyle M. Wyant;
 15 kwyant@shea.law); counsel to Enigma Securities Limited; and
- 16 g. Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York,
 17 NY 10006, (Attn: Sean A. O'Neal; soneal@cgs.com; Jane VanLare;
 18 jvanlare@cgs.com), and Snell & Wilmer L.L.P., 3883 Howard Hughes
 19 Parkway, Suite 1100, Las Vegas, NV 89169 (Attn: Robert R. Kinias;
 20 rkinas@swlaw.com); counsel to Genesis Global Holdco, LLC.

21 13. Pursuant to the Interim Compensation Procedures Order, each Notice Party will have
 22 twenty (20) days after service (or the next business day if the 20th day is not a business day) of a
 23 Monthly Fee Application (the "Objection Deadline"), to object to the requested fees and expenses
 24 in accordance with the procedures described in subparagraph (b) set forth on page three of the
 25 Interim Compensation Procedures Order.

26 14. If no objections are raised on or before the Objection Deadline, Applicant shall file a
 27 certificate of no objection with the Court, after which Debtor shall be authorized to pay to Applicant
 28 an amount equal to 80 percent of the fees and 100 percent of the expenses incurred during the period
 29 covered by Applicant's Monthly Fee Application (the "Aggregate Monthly Amount").

30 15. If an objection is properly filed before the Objection Deadline, Applicant shall file a
 31 certificate of no objection with the Court with respect to the fees and expenses, if any, that are not
 32 subject to objection (the "Undisputed Fees" and "Undisputed Expenses"), after which Debtor shall
 33 be authorized to pay to Applicant an amount equal to 80 percent of the Undisputed Fees and 100
 34 percent of the Undisputed Expenses incurred during the period covered by Applicant's Monthly Fee

1 Application (the “Aggregate Monthly Undisputed Amount”). Pursuant to the approved fees and
2 expenses under the April Statement and the May Statement, the Retainer was extinguished.

3 16. Applicant acknowledges that the interim payment of compensation sought in the June
4 Statement does not constitute a request for final allowance of such compensation and reimbursement
5 of expenses.

6 17. Neither Applicant nor any member of B&H has any agreement or understanding of
7 any kind to divide, pay over, or share with any other person, except as among the members of B&H,
8 any portion of the fees or expenses to be awarded pursuant to this Statement.

9 Dated this 23rd day of August 2023.

10 **BAKER & HOSTETLER LLP**

11 By: /s/Robert A. Musiala
12 Robert A. Musiala
13 One North Wacker Drive
14 Suite 4500
15 Chicago, IL 60606
16 Telephone: 312.416.6200
17 Facsimile: 312.416.6201
18 Email: rmusiala@bakerlaw.com
19 Michael A. Sabella
20 45 Rockefeller Plaza
21 New York, NY 10111
22 (212) 589-4200
23 msabella@bakerlaw.com
24 *Regulatory Counsel for Debtor*

25 Respectfully submitted by:

26 **FOX ROTHSCHILD LLP**

27 By: /s/Brett A. Axelrod
28 BRETT A. AXELROD, ESQ.
29 Nevada Bar No. 5859
30 1980 Festival Plaza Drive, Suite 700
31 Las Vegas, Nevada 89135
32 *Counsel for Debtor*

EXHIBIT A

Summary of B&H Professionals and Paraprofessionals

June 1, 2023 through June 30, 2023

<u>Attorney</u>	<u>Hourly Rate</u>	<u>Application Hours</u>	<u>Total Fees</u>
Jonathan A. Forman – Partner	\$1,150.00	.6	\$690.00
Christopher W. Lamb - Associate	\$500.00	.7	\$350.00
Robert A. Musiala – Partner	\$900.00	3.6	\$3,240.00
Veronica Reynolds – Associate	\$725.00	.6	\$435.00
Michael A. Sabella – Counsel	\$970.00	2.7	\$2,619.00
Subtotal		8.2	\$7,334.00

FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
(702) 262-6899
(702) 597-5503 (fax)

EXHIBIT B

**Detailed Schedule of Time Expended by Professionals and Paraprofessionals
and Detailed Schedule of Expenses Incurred**

FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
(702) 262-6899
(702) 597-5503 (fax)

BakerHostetler

Cash Cloud Inc.
D/B/A Coin Cloud
10190 Covington Cross Dr
Las Vegas, NV 89144

Invoice Date: 08/15/23
Invoice Number: 51180247
B&H File Number: 12918/128018/000001
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Regulatory Compliance Services

For professional services rendered through June 30, 2023

BALANCE FOR THIS INVOICE DUE BY 09/14/63 \$ **7,334.00**
All amounts are in United States Dollars

Remittance Copy

Please include this page with payment

Invoice No: 51180647

Firm Contact Information

Katie Young
(312) 416-6226
kyoung@bakerlaw.com

Please Remit To: Baker & Hostetler LLP P.O. Box 70189 Cleveland, OH 44190-0189	FOR WIRE REMITTANCES: Baker & Hostetler LLP KeyBank, N.A., Cleveland, OH
--	---

Reference Invoice No:
51180647

Email the "Remittance Copy" to
bakerlockbox@bakerlaw.com

BakerHostetler

Cash Cloud Inc.
D/B/A Coin Cloud
10190 Covington Cross Dr
Las Vegas, NV 89144

Invoice Date: 08/15/23
Invoice Number: 51180247
B&H File Number: 12918/128018/000001
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Regulatory Compliance Services**

For professional services rendered through June 30, 2023

Fees	\$	7,334.00
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BALANCE FOR THIS INVOICE DUE BY 09/14/63 IN USD	\$	7,334.00
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Baker & Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Dallas Denver Houston
Los Angeles New York Orlando Philadelphia San Francisco Seattle Washington, DC Wilmington

Regarding: Regulatory Compliance Services

Matter Number: 128018.000001

Name	Hours	Rate	Amount
Forman, Jonathan A.	0.60	\$ 1,150.00	\$ 690.00
Musiala, Robert A.	3.60	900.00	3,240.00
Lamb, Christopher W.	0.70	500.00	350.00
Reynolds, Veronica	0.60	725.00	435.00
Sabella, Michael A.	2.70	970.00	2,619.00
Total	8.60		\$ 7,334.00

Date	Name	Description	Hours	Amount
06/02/23	Reynolds, Veronica	Analyze Florida Office of Financial Regulation letter and notes in preparation for June 6, 2023 call with Florida Office of Financial Regulation.	0.20	145.00
06/05/23	Musiala, Robert A.	Draft and send email to Florida Office of Financial Regulation regarding bankruptcy case update, communications with B Axelrod and C McAlary regarding same.	0.70	630.00
06/21/23	Musiala, Robert A.	Review and reply to B Axelrod email regarding transferability of money transmitter licenses.	0.60	540.00
06/22/23	Sabella, Michael A.	Review and analyze time records in connection with fee application.	1.20	1,164.00
06/22/23	Sabella, Michael A.	Prepare draft fee application for May 2023 professional services.	0.80	776.00
06/23/23	Sabella, Michael A.	Correspondence with Mr. Musiala regarding draft fee application and billing entries.	0.20	194.00
06/27/23	Forman, Jonathan A.	Confer with Mr. Musiala regarding advice with respect to refund of customer transactions and potential regulatory implications.	0.20	230.00

Baker & Hostetler LLP

Date	Name	Description	Hours	Amount
06/27/23	Musiala, Robert A.	Conduct legal research regarding customer refunds, discuss with B Axelrod and J Tanner.	0.90	810.00
06/27/23	Musiala, Robert A.	Discuss customer refund issues with J. Forman.	0.20	180.00
06/28/23	Sabella, Michael A.	Correspondence with Mr. Musiala and Debtors' counsel regarding May 2023 fee application.	0.20	194.00
06/29/23	Forman, Jonathan A.	Confer with Mr. Musiala and Ms. Reynolds to determine whether the Consumer Financial Protection Bureau and state agencies should be notified of pending customer refunds.	0.40	460.00
06/29/23	Musiala, Robert A.	Review documentation regarding state money transmitter licensing, draft and send email to C Lamb and V Reynolds with instructions to collate data for notice letters.	0.80	720.00
06/29/23	Musiala, Robert A.	Discuss customer refund issues with J. Forman and V. Reynolds.	0.40	360.00
06/29/23	Reynolds, Veronica	Confer with R. Musiala and J. Forman to analyze customer refund requests that arose post bankruptcy commencement to assess risk of monetary penalties by state and/or federal agencies.	0.40	290.00
06/29/23	Sabella, Michael A.	Review modified invoice in connection with May 2023 fee application and correspondence with Mr. Musiala and Debtors' counsel regarding same.	0.30	291.00
06/30/23	Lamb, Christopher W.	Review and analyze the licensing sheet to determine which states Coin Cloud operated in prior to halting transactions.	0.70	350.00
Total			8.60	7,334.00

Baker & Hostetler LLP

Atlanta Los Angeles	Chicago New York	Cincinnati Orlando	Cleveland Philadelphia	Columbus San Francisco	Costa Mesa Seattle	Dallas Washington, DC	Denver	Houston Wilmington
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1 ROBERT A. MUSIALA, JR. ESQ.
BAKER & HOSTETLER LLP
2 One North Wacker Drive
Suite 4500
3 Chicago, IL 60606
4 Telephone: 312.416.6200
Facsimile: 312.416.6201
5 Email: rmusiala@bakerlaw.com

6 *Regulatory Counsel for Debtor*

7

8 **UNITED STATES BANKRUPTCY COURT**

9 **DISTRICT OF NEVADA**

10 In re

Case No. BK-23-10423-mkn

11 CASH CLOUD, INC.,
12 dba COIN CLOUD,

Chapter 11

13 Debtor.

14
15 **BAKER & HOSTETLER'S THIRD**
MONTHLY FEE STATEMENT OF
SERVICES RENDERED AND
EXPENSES INCURRED FOR THE
PERIOD FROM JULY 1, 2023
THROUGH JULY 31, 2023 AND
AUGUST 1, 2023 THROUGH AUGUST
31, 2023

16
17 Hearing Date: N/A
18 Hearing Time: N/A

19

20 Baker & Hostetler ("B&H" or "Applicant"), regulatory counsel to Cash Cloud, Inc., dba
21 Coin Cloud ("Debtor"), debtor and debtor in possession in the above-referenced chapter 11
22 bankruptcy case (the "Chapter 11 Case"), respectfully submits its Monthly Fee Statement for
23 Services Rendered and Expenses Incurred for the Period from July 1, 2023 through July 31, 2023
24 (the "July Statement") and for the Period from August 1, 2023 through August 31, 2023 (the "August
25 Statement"), pursuant to the *Order Authorizing Retention and Employment of Baker & Hostetler*
26 *LLP as Regulatory Counsel to Debtor* [ECF No. 525] (the "Retention Order") and the Court's *Order*
27 *Granting Debtor's Motion Pursuant to 11 U.S.C. §§ 105(a) and 331, And Fed. R. Bankr. P. 2016,*
28

1 *Authorizing and Establishing Procedures for Interim Compensation and Reimbursement of
2 Expenses of Professionals* [ECF No. 321] (the “Interim Compensation Procedures Order”).

3 In support of the July Statement and the August Statement, B&H respectfully represents as
4 follows:

5 **Background**

6 1. B&H was retained as regulatory counsel to the Debtor pursuant to the Retention
7 Order, dated and entered on May 5, 2023. On May 9, 2023, the Debtor paid B&H a retainer of
8 \$50,000.00 (the “Retainer”) as authorized in the Retention Order. As of the date of the July
9 Statement, the Retainer is extinguished pursuant to the B&H’s prior approved fee statements for
10 April and May 2023 (ECF Docket Nos. 607 and 792, respectively).

11 2. B&H has endeavored to monitor and coordinate with the Debtor’s counsel in this
12 Chapter 11 Case to ensure a clear delineation of each firm’s respective roles in connection with the
13 representation of the Debtor in this Chapter 11 Case and to prevent duplication of services. The
14 professional services performed and expenses incurred by B&H were actual and necessary to
15 preserve and protect the value of the Debtor’s assets and estate.

16 3. B&H submitted three prior applications for compensation in connection with its
17 representation of the Debtor.

18 4. The first application (the “April Statement”) was for the period of April 4, 2023
19 through April 30, 2023 (ECF Docket No. 607) (the “April Statement Period”). In the April
20 Statement B&H sought allowance and payment of interim compensation for fees in the amount of
21 \$9,300.80, representing 80% of the \$11,626.00 in fees incurred for services rendered during the
22 April Statement Period. There were no expenses incurred in the April Statement Period. The
23 holdback under the April Statement is \$2,325.20 (the “April Holdback”).

24 5. A Certificate of No Objection to the April Statement was filed with the Court on June
25 21, 2023 (ECF Docket No. 740).

26 6. B&H’s second application (the “May Statement”) was for the period of May 1, 2023
27 through May 31, 2023 (ECF Docket No. 321) (the “May Statement Period”). In the May Statement,
28 B&H sought allowance and payment of interim compensation for fees in the amount of \$130,329.20,

1 representing 80% of the \$162,911.50 in fees incurred for services rendered during the May
 2 Statement Period, and expenses in the amount of \$511.68, representing 100% of the expenses
 3 incurred in connection with services rendered during the Statement Period. The holdback under the
 4 May Statement is \$32,582.30 (the “May Holdback”).

5 7. A Certificate of No Objection to the May Statement was filed with the Court on
 6 August 2, 2023 (ECF Docket No. 792).

7 8. B&H’s third application (the “June Statement”) was for the period of June 1, 2023
 8 through June 30, 2023 (ECF Docket No. 321) (the “June Statement Period”). In the June Statement,
 9 B&H sought allowance and payment of interim compensation for fees in the amount of \$5,867.20,
 10 representing 80% of the \$7,334.00 in fees incurred for services rendered during the June Statement
 11 Period. There were no expenses incurred during the June Statement Period. The holdback under
 12 the June Statement is \$1,466.80 (the “June Holdback”).

The July Statement

14 9. In the instant application, B&H hereby seeks allowance and payment of interim
 15 compensation for services rendered and reimbursement of expenses incurred as Debtor’s Court-
 16 authorized regulatory counsel during the period commencing July 1, 2023 and ending July 31, 2023
 17 (the “July Statement Period”).

18 10. For the July Statement Period, B&H seeks allowance and payment of interim
 19 compensation for fees in the amount of \$7,087.20, representing 80% of the \$8,859.00 in fees
 20 incurred for services rendered during the July Statement Period. There were no expenses incurred
 21 in the July Statement Period. The holdback under the July Statement is \$1,771.80 (the “July
 22 Holdback”).

The August Statement

24 11. In the instant application, B&H also hereby seeks allowance and payment of interim
 25 compensation for services rendered and reimbursement of expenses incurred as Debtor’s Court-
 26 authorized regulatory counsel during the period commencing August 1, 2023 and ending August 31,
 27 2023 (the “August Statement Period”).

28

1 12. For the August Statement Period, B&H seeks allowance and payment of interim
 2 compensation for fees in the amount of \$1,241.60, representing 80% of the \$1,552.00 in fees
 3 incurred for services rendered during the July Statement Period. There were no expenses incurred
 4 in the July Statement Period. The holdback under the July Statement is \$310.40 (the “August
 5 Holdback”).

6 13. Attached hereto as Exhibit A is the name of each timekeeper who performed services
 7 in connection with the Chapter 11 Case and the regulatory matters during the July Statement Period
 8 and the August Statement Period, and the hourly rate for each such timekeeper.

9 14. Attached hereto as Exhibit B is a detailed schedule of time expended by the
 10 timekeepers who performed services during the July Statement Period and the August Statement
 11 Period.

12 15. On the same date this Statement was filed, a copy of the July Statement and the
 13 August Statement was served via electronic mail/notice on the following parties (each a “Notice
 14 Party,” and collectively the “Notice Parties”):

- 15 a. Cash Cloud, Inc., c/o Ayala & Associates, 300 S. 4th Street, 16th
 16 Floor, Las Vegas, NV 89101 (Attn: Daniel Ayala;
 dayala@ayalalaw.com);
- 17 b. Fox Rothschild, LLP, 1980 Festival Plaza Drive, Suite 700, Las Vegas,
 18 NV 89135 (Attn: Brett A. Axelrod, Esq.;
 baxelrod@foxrothschild.com); counsel to Debtor;
- 19 c. United States Trustee Tracy Hope Davis, 300 Las Vegas Boulevard
 20 South, Suite 4300, Las Vegas, NV 89101 (Attn: Jared A. Day, Trial
 Attorney; Jared.A.Day@usdoj.gov);
- 21 d. Seward & Kissell, LLP, One Battery Park Plaza, New York, NY 10004
 22 (Attn: Robert J. Gayda; gayda@sewkis.com; Catherine V. LoTempio;
 23 lotempio@sewkis.com; Andrew J. Matott; matott@sewkis.com), and
 24 McDonald Carano, LLP, 2300 West Sahara Avenue, Suite 1200, Las
 25 Vegas, NV 89102 (Attn: Ryan J. Works;
 rworks@mcdonaldcarano.com), counsel to the Official Committee of
 26 Unsecured Creditors;
- 27 e. Berger Singerman LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL
 28 33131 (Attn: Jordi Gusó; JGuso@bergersingerman.com), and Sylvester
 & Polednak, Ltd., 1731 Village Center Circle, Las Vegas, NV 89134

1 (Attn: Jeffrey R. Sylvester; Jeff@SylvesterPolednak.com); counsel to
 2 DIP lender CKDL Credit, LLC;

- 3 f. Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019-
 4 9601 (Attn: Andrew Kissner; akissner@mofo.com; Gary Lee;
 5 glee@mofo.com), and Shea Larsen, 1731 Village Center Circle, Suite
 6 150, Las Vegas, NV 89134 (Attn: James Patrick Shea; jshea@shea.law;
 7 Bart K. Larsen; blarsen@shea.law; Kyle M. Wyant;
 8 kwyant@shea.law); counsel to Enigma Securities Limited; and
 9
- g. Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York,
 10 NY 10006, (Attn: Sean A. O'Neal; soneal@cgs.com; Jane VanLare;
 11 jvanlare@cgs.com), and Snell & Wilmer L.L.P., 3883 Howard Hughes
 12 Parkway, Suite 1100, Las Vegas, NV 89169 (Attn: Robert R. Kinias;
 13 rkinas@swlaw.com); counsel to Genesis Global Holdco, LLC.

14 16. Pursuant to the Interim Compensation Procedures Order, each Notice Party will have
 15 twenty (20) days after service (or the next business day if the 20th day is not a business day) of a
 16 Monthly Fee Application (the "Objection Deadline"), to object to the requested fees and expenses
 17 in accordance with the procedures described in subparagraph (b) set forth on page three of the
 18 Interim Compensation Procedures Order.

19 17. If no objections are raised on or before the Objection Deadline, Applicant shall file a
 20 certificate of no objection with the Court, after which Debtor shall be authorized to pay to Applicant
 21 an amount equal to 80 percent of the fees and 100 percent of the expenses incurred during the period
 22 covered by Applicant's Monthly Fee Application (the "Aggregate Monthly Amount").

23 18. If an objection is properly filed before the Objection Deadline, Applicant shall file a
 24 certificate of no objection with the Court with respect to the fees and expenses, if any, that are not
 25 subject to objection (the "Undisputed Fees" and "Undisputed Expenses"), after which Debtor shall
 26 be authorized to pay to Applicant an amount equal to 80 percent of the Undisputed Fees and 100
 27 percent of the Undisputed Expenses incurred during the period covered by Applicant's Monthly Fee
 28 Application (the "Aggregate Monthly Undisputed Amount").

19. Applicant acknowledges that the interim payment of compensation sought in the July
 20 Statement and the August Statement does not constitute a request for final allowance of such
 21 compensation and reimbursement of expenses.
 22

1 20. Neither Applicant nor any member of B&H has any agreement or understanding of
2 any kind to divide, pay over, or share with any other person, except as among the members of B&H,
3 any portion of the fees or expenses to be awarded pursuant to this Statement.

4 Dated this 15th day of September 2023.

BAKER & HOSTETLER LLP

By: *Michael A. Sabella*
Robert A. Musiala
One North Wacker Drive
Suite 4500
Chicago, IL 60606
Telephone: 312.416.6200
Facsimile: 312.416.6201
Email: rmusiala@bakerlaw.com
Michael A. Sabella
45 Rockefeller Plaza
New York, NY 10111
(212) 589-4200
msabella@bakerlaw.com
Regulatory Counsel for Debtor

Respectfully submitted by:

FOX ROTHSCHILD LLP

By: Brett A. Axelrod
BRETT A. AXELROD, ESQ.
Nevada Bar No. 5859
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
Counsel for Debtor

EXHIBIT A

Summary of B&H Professionals and Paraprofessionals

July 1, 2023 through July 31, 2023

<u>Attorney</u>	<u>Hourly Rate</u>	<u>Application Hours</u>	<u>Total Fees</u>
Christopher W. Lamb - Associate	\$500.00	6.0	\$3,000.00
Veronica Reynolds – Associate	\$725.00	3.8	\$2,755.00
Michael A. Sabella – Counsel	\$970.00	3.2	\$3,104.00
Subtotal		13.0	\$8,859.00

Summary of B&H Professionals and Paraprofessionals

August 1, 2023 through August 31, 2023

<u>Attorney</u>	<u>Hourly Rate</u>	<u>Application Hours</u>	<u>Total Fees</u>
Michael A. Sabella – Counsel	\$970.00	1.6	\$1,552.00
Subtotal		1.6	\$1,552.00

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EXHIBIT B

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Detailed Schedule of Time Expended by Professionals and Paraprofessionals 3 and Detailed Schedule of Expenses Incurred 4

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FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
(702) 292-6899
(702) 597-5503 (fax)

BakerHostetler

Cash Cloud Inc.
D/B/A Coin Cloud
10190 Covington Cross Dr
Las Vegas, NV 89144

Invoice Date: 08/16/23
Invoice Number: 51180781
B&H File Number: 12918/128018/000001
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Regulatory Compliance Services

For professional services rendered through July 31, 2023

BALANCE FOR THIS INVOICE DUE BY 09/15/23 \$ 8,859.00
All amounts are in United States Dollars

Remittance Copy

Please include this page with payment

Invoice No: 51180781

Firm Contact Information

Katie Young
(312) 416-6226
kyoung@bakerlaw.com

Please Remit To: Baker & Hostetler LLP P.O. Box 70189 Cleveland, OH 44190-0189	FOR WIRE REMITTANCES: Baker & Hostetler LLP KeyBank, N.A., Cleveland, OH Account No: <u>SWIFT Code: KEYBUS33</u>
--	---

Reference Invoice No:
51180781

Email the "Remittance Copy" to
bakerlockbox@bakerlaw.com

BakerHostetler

Cash Cloud Inc.
D/B/A Coin Cloud
10190 Covington Cross Dr
Las Vegas, NV 89144

Invoice Date: 08/16/23
Invoice Number: 51180781
B&H File Number: 12918/128018/000001
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Regulatory Compliance Services**

For professional services rendered through July 31, 2023

Fees	\$	8,859.00
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BALANCE FOR THIS INVOICE DUE BY 09/15/23 IN USD	\$	8,859.00
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Baker & Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Dallas Denver Houston
Los Angeles New York Orlando Philadelphia San Francisco Seattle Washington, DC Wilmington

Regarding: Regulatory Compliance Services

Matter Number: 128018.000001

Name	Hours	Rate	Amount
Lamb, Christopher W.	6.00	\$ 500.00	\$ 3,000.00
Reynolds, Veronica	3.80	725.00	2,755.00
Sabella, Michael A.	3.20	970.00	3,104.00
Total	13.00		\$ 8,859.00

Date	Name	Description	Hours	Amount
07/03/23	Lamb, Christopher W.	Research and gather appropriate points of contact of each State's financial licensing institution of Coin Cloud's active licenses for noticing purposes.	0.90	450.00
07/03/23	Reynolds, Veronica	Research and summarize state financial regulatory contacts and corresponding contact information for 53 state, territory and financial agencies.	1.50	1,087.50
07/04/23	Lamb, Christopher W.	Research and gather appropriate points of contact of each State's financial licensing institution of Coin Cloud's active licenses for noticing purposes.	1.80	900.00
07/05/23	Lamb, Christopher W.	Research and gather appropriate points of contact of each State's financial licensing institution of Coin Cloud's active licenses for noticing purposes (1.7); email Ms. Reynolds regarding the same (.1)	1.80	900.00
07/06/23	Lamb, Christopher W.	Review and revise the list of money service business contacts for noticing purposes (1.3); correspondence with Ms. Reynolds regarding the same (.2).	1.50	750.00
07/06/23	Reynolds, Veronica	Research and identify state financial regulatory agency points of contact and corresponding contact information to facilitate Cash Cloud's notice letters.	1.90	1,377.50

Baker & Hostetler LLP

Date	Name	Description	Hours	Amount
07/07/23	Reynolds, Veronica	Continue to research and record 53 state regulatory agency points of contact and corresponding contact information to facilitate Coin Cloud's notice letters.	0.40	290.00
07/07/23	Sabella, Michael A.	Correspondence with Debtors' counsel and Mr. Musiala regarding case status and final fee application.	0.20	194.00
07/07/23	Sabella, Michael A.	Correspondence with Mr. Musiala regarding May 2023 fee application.	0.60	582.00
07/24/23	Sabella, Michael A.	Prepare monthly and final fee application for bankruptcy case.	2.20	2,134.00
07/24/23	Sabella, Michael A.	Correspondence with Mr. Musiala regarding draft interim and final fee application.	0.10	97.00
07/31/23	Sabella, Michael A.	Correspondence with Debtors' counsel regarding fee applications.	0.10	97.00
Total			13.00	8,859.00

Baker & Hostetler LLP

Atlanta Los Angeles	Chicago New York	Cincinnati Orlando	Cleveland Philadelphia	Columbus San Francisco	Costa Mesa Seattle	Dallas Washington, DC	Denver	Houston Wilmington
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BakerHostetler

Cash Cloud Inc.
D/B/A Coin Cloud
10190 Covington Cross Dr
Las Vegas, NV 89144

Invoice Date: 09/13/23
Invoice Number: 51190781
B&H File Number: 12918/128018/000001
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Regulatory Compliance Services

For professional services rendered through August 31, 2023

BALANCE FOR THIS INVOICE DUE BY 10/13/23 \$ 1,552.00
All amounts are in United States Dollars

Remittance Copy

Please include this page with payment

Invoice No: 51190781

Firm Contact Information

Katie Young
(312) 416-6226
kyoung@bakerlaw.com

Please Remit To: Baker & Hostetler LLP P.O. Box 70189 Cleveland, OH 44190-0189	FOR WIRE/ACH REMITTANCES: Baker & Hostetler LLP KeyBank, N.A., Cleveland, OH Account No: / <u>SWIFT Code: KEYBUS33</u>
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Reference Invoice No:
51190781

Email the "Remittance Copy" to
bakerlockbox@bakerlaw.com

BakerHostetler

Cash Cloud Inc.
D/B/A Coin Cloud
10190 Covington Cross Dr
Las Vegas, NV 89144

Invoice Date: 09/13/23
Invoice Number: 51190781
B&H File Number: 12918/128018/000001
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Regulatory Compliance Services**

For professional services rendered through August 31, 2023

Fees	\$	1,552.00
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BALANCE FOR THIS INVOICE DUE BY 10/13/23 IN USD	\$	1,552.00
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Baker & Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Dallas Denver Houston
Los Angeles New York Orlando Philadelphia San Francisco Seattle Washington, DC Wilmington

Regarding: Regulatory Compliance Services

Matter Number: 128018.000001

Name	Hours	Rate	Amount
Sabella, Michael A.	1.60	\$ 970.00	\$ 1,552.00
Total	1.60		\$ 1,552.00

Date	Name	Description	Hours	Amount
08/02/23	Sabella, Michael A.	Prepare June 2023 fee application for filing with Bankruptcy Court.	0.40	388.00
08/11/23	Sabella, Michael A.	Finalize draft June 2023 fee application.	0.10	97.00
08/11/23	Sabella, Michael A.	Correspondence with Mr. Musiala and Debtors' counsel regarding draft June 2023 fee application.	0.10	97.00
08/16/23	Sabella, Michael A.	Correspondence with Debtors' counsel regarding June 2023 fee application.	0.10	97.00
08/16/23	Sabella, Michael A.	Prepare July 2023 fee statement for payment of fees and expenses.	0.60	582.00
08/22/23	Sabella, Michael A.	Finalize draft July 2023 Fee Application matter.	0.30	291.00
Total			1.60	1,552.00

Baker & Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Dallas Denver Houston
Los Angeles New York Orlando Philadelphia San Francisco Seattle Washington, DC Wilmington

1 ROBERT A. MUSIALA, JR. ESQ.
2 BAKER & HOSTETLER LLP
3 One North Wacker Drive
4 Suite 4500
5 Chicago, IL 60606
6 Telephone: 312.416.6200
7 Facsimile: 312.416.6201
8 Email: rmusiala@bakerlaw.com

9
10 *Regulatory Counsel for Debtor*

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UNITED STATES BANKRUPTCY COURT

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DISTRICT OF NEVADA

40 In re

41 Case No. BK-23-10423-mkn

42 CASH CLOUD, INC.,
43 dba COIN CLOUD,

44 Chapter 11

45 Debtor.

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**BAKER & HOSTETLER'S FIFTH
MONTHLY FEE STATEMENT OF
SERVICES RENDERED AND
EXPENSES INCURRED FOR THE
PERIOD FROM OCTOBER 1, 2023
THROUGH OCTOBER 31, 2023**

61 Hearing Date: N/A

62 Hearing Time: N/A

63
64 Baker & Hostetler ("B&H" or "Applicant"), regulatory counsel to Cash Cloud, Inc., dba Coin
65 Cloud ("Debtor"), debtor and debtor in possession in the above-referenced chapter 11 bankruptcy
66 case (the "Chapter 11 Case"), respectfully submits its Monthly Fee Statement for Services Rendered
67 and Expenses Incurred for the Period from October 1, 2023 through October 31, 2023 (the "October
68 Statement"), pursuant to the *Order Authorizing Retention and Employment of Baker & Hostetler LLP*
69 as *Regulatory Counsel to Debtor* [ECF No. 525] (the "Retention Order") and the Court's *Order*
70 *Granting Debtor's Motion Pursuant to 11 U.S.C. §§ 105(a) and 331, And Fed. R. Bankr. P. 2016,*
71 *Authorizing and Establishing Procedures for Interim Compensation and Reimbursement of Expenses*
72 *of Professionals* [ECF No. 321] (the "Interim Compensation Procedures Order").

73
74 In support of the October Statement, B&H respectfully represents as follows:

1 **Background**

2 1. B&H was retained as regulatory counsel to the Debtor pursuant to the Retention Order,
 3 dated and entered on May 5, 2023. On May 9, 2023, the Debtor paid B&H a retainer of \$50,000.00
 4 (the “Retainer”) as authorized in the Retention Order. The Retainer was extinguished pursuant to the
 5 B&H’s prior approved fee statements for April and May 2023 (ECF Docket Nos. 607 and 792,
 6 respectively).

7 2. B&H has endeavored to monitor and coordinate with the Debtor’s counsel in this
 8 Chapter 11 Case to ensure a clear delineation of each firm’s respective roles in connection with the
 9 representation of the Debtor in this Chapter 11 Case and to prevent duplication of services. The
 10 professional services performed and expenses incurred by B&H were actual and necessary to preserve
 11 and protect the value of the Debtor’s assets and estate.

12 3. B&H submitted four prior applications for compensation in connection with its
 13 representation of the Debtor.

14 4. The first application (the “April Statement”) was for the period of April 4, 2023
 15 through April 30, 2023 (ECF Docket No. 607) (the “April Statement Period”). In the April Statement
 16 B&H sought allowance and payment of interim compensation for fees in the amount of \$9,300.80,
 17 representing 80% of the \$11,626.00 in fees incurred for services rendered during the April Statement
 18 Period. There were no expenses incurred in the April Statement Period. The holdback under the
 19 April Statement is \$2,325.20 (the “April Holdback”).

20 5. A Certificate of No Objection to the April Statement was filed with the Court on June
 21 21, 2023 (ECF Docket No. 740).

22 6. B&H’s second application (the “May Statement”) was for the period of May 1, 2023
 23 through May 31, 2023 (ECF Docket No. 321) (the “May Statement Period”). In the May Statement,
 24 B&H sought allowance and payment of interim compensation for fees in the amount of \$130,329.20,
 25 representing 80% of the \$162,911.50 in fees incurred for services rendered during the May Statement
 26 Period, and expenses in the amount of \$511.68, representing 100% of the expenses incurred in
 27 connection with services rendered during the Statement Period. The holdback under the May
 28 Statement is \$32,582.30 (the “May Holdback”).

1 7. A Certificate of No Objection to the May Statement was filed with the Court on August
 2, 2023 (ECF Docket No. 792).

3 8. B&H's third application (the "June Statement") was for the period of June 1, 2023
 4 through June 30, 2023 (ECF Docket No. 321) (the "June Statement Period"). In the June Statement,
 5 B&H sought allowance and payment of interim compensation for fees in the amount of \$5,867.20,
 6 representing 80% of the \$7,334.00 in fees incurred for services rendered during the June Statement
 7 Period. There were no expenses incurred during the June Statement Period. The holdback under the
 8 June Statement is \$1,466.80 (the "June Holdback").

9 9. A Certificate of No Objection to the June Statement was filed with the Court on
 10 October 17, 2023 (ECF Docket No. 1391).

11 10. B&H's fourth application (the "July & August Statement") was for the combined
 12 period of July 1, 2023 through July 31, 2023 and August 1, 2023 through August 31, 2023 (ECF
 13 Docket No. 1245) (the "July/August Statement Period"). In the July/August Statement, B&H sought
 14 allowance and payment of interim compensation for fees:

15 a. for July 2023, in the amount of \$7,087.20, representing 80% of the \$8,859.00 in
 16 fees incurred for services rendered during the July Statement Period. There were
 17 no expenses incurred in the July Statement Period. The holdback under the July
 18 Statement was \$1,771.80 (the "July Holdback").

19 b. For August 2023, \$1,241.60, representing 80% of the \$1,552.00 in fees incurred
 20 for services rendered during the July Statement Period. There were no expenses
 21 incurred in the August Statement Period. The holdback under the August
 22 Statement was \$310.40 (the "August Holdback").

23 11. A Certificate of No Objection to the July/August Statement was filed with the Court
 24 on October 6, 2023 (ECF Docket No. 1354).

The October Statement

26 12. In the instant application, B&H seeks allowance and payment of interim compensation
 27 for fees in the amount of \$3,104.00, representing 80% of the \$3,880.00 in fees incurred for services
 28

1 rendered during the October Statement Period. There were no expenses incurred during the October
 2 Statement Period. The holdback under the October Statement is \$776.00 (the “October Holdback”).

3 13. Attached hereto as Exhibit A is the name of each timekeeper who performed services
 4 in connection with the Chapter 11 Case and the regulatory matters during the October Statement
 5 Period, and the hourly rate for each such timekeeper.

6 14. Attached hereto as Exhibit B is a detailed schedule of time expended by the
 7 timekeepers who performed services during the October Statement Period.

8 15. On the same date the October Statement was filed, a copy of the October Statement
 9 was served via electronic mail/notice on the following parties (each a “Notice Party,” and collectively
 10 the “Notice Parties”):

- 11 a. Cash Cloud, Inc., c/o Ayala & Associates, 300 S. 4th Street, 16th Floor,
 Las Vegas, NV 89101 (Attn: Daniel Ayala; dayala@ayalalaw.com);
- 13 b. Fox Rothschild, LLP, 1980 Festival Plaza Drive, Suite 700, Las
 Vegas, NV 89135 (Attn: Brett A. Axelrod, Esq.;
 baxelrod@foxrothschild.com); counsel to Debtor;
- 15 c. United States Trustee Tracy Hope Davis, 300 Las Vegas Boulevard
 South, Suite 4300, Las Vegas, NV 89101 (Attn: Jared A. Day, Trial
 Attorney; Jared.A.Day@usdoj.gov);
- 17 d. Seward & Kissell, LLP, One Battery Park Plaza, New York, NY
 10004 (Attn: Robert J. Gayda; gayda@sewkis.com; Catherine V.
 LoTempio; lotempio@sewkis.com; Andrew J. Matott;
 matott@sewkis.com), and McDonald Carano, LLP, 2300 West Sahara
 Avenue, Suite 1200, Las Vegas, NV 89102 (Attn: Ryan J. Works;
 rworks@mcdonaldcarano.com), counsel to the Official Committee of
 Unsecured Creditors;
- 22 e. Berger Singerman LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL
 33131 (Attn: Jordi Guso; JGuso@bergersingerman.com), and
 Sylvester & Polednak, Ltd., 1731 Village Center Circle, Las Vegas,
 NV 89134 (Attn: Jeffrey R. Sylvester; Jeff@SylvesterPolednak.com);
 counsel to DIP lender CKDL Credit, LLC;
- 26 f. Morrison & Foerster LLP, 250 West 55th Street, New York, NY
 10019-9601 (Attn: Andrew Kissner; akissner@mofo.com; Gary Lee;
 glee@mofo.com), and Shea Larsen, 1731 Village Center Circle, Suite
 150, Las Vegas, NV 89134 (Attn: James Patrick Shea;

jshea@shea.law; Bart K. Larsen; blarsen@shea.law; Kyle M. Wyant; kwyant@shea.law); counsel to Enigma Securities Limited; and

g. Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, NY 10006, (Attn: Sean A. O’Neal; soneal@cgsh.com; Jane VanLare; jvanlare@cgsh.com), and Snell & Wilmer L.L.P., 3883 Howard Hughes Parkway, Suite 1100, Las Vegas, NV 89135 (Attn: Robert R. Kinas; rkinas@swlaw.com); counsel to Genesis Global Holdco, LLC.

16. Pursuant to the Interim Compensation Procedures Order, each Notice Party will have twenty (20) days after service (or the next business day if the 20th day is not a business day) of a Monthly Fee Application (the “Objection Deadline”), to object to the requested fees and expenses in accordance with the procedures described in subparagraph (b) set forth on page three of the Interim Compensation Procedures Order.

17. If no objections are raised on or before the Objection Deadline, Applicant shall file a certificate of no objection with the Court, after which Debtor shall be authorized to pay to Applicant an amount equal to 80 percent of the fees and 100 percent of the expenses incurred during the period covered by Applicant's Monthly Fee Application (the "Aggregate Monthly Amount").

18. If an objection is properly filed before the Objection Deadline, Applicant shall file a certificate of no objection with the Court with respect to the fees and expenses, if any, that are not subject to objection (the “Undisputed Fees” and “Undisputed Expenses”), after which Debtor shall be authorized to pay to Applicant an amount equal to 80 percent of the Undisputed Fees and 100 percent of the Undisputed Expenses incurred during the period covered by Applicant’s Monthly Fee Application (the “Aggregate Monthly Undisputed Amount”).

19. Applicant acknowledges that the interim payment of compensation sought in the October Statement does not constitute a request for final allowance of such compensation and reimbursement of expenses.

1 20. Neither Applicant nor any member of B&H has any agreement or understanding of
2 any kind to divide, pay over, or share with any other person, except as among the members of B&H,
3 any portion of the fees or expenses to be awarded pursuant to this Statement.

4 Dated this 5th day of December 2023.

BAKER & HOSTETLER LLP

By: /s/Michael A. Sabella
Robert A. Musiala
One North Wacker Drive
Suite 4500
Chicago, IL 60606
Telephone: 312.416.6200
Facsimile: 312.416.6201
Email: rmusiala@bakerlaw.com
Michael A. Sabella
45 Rockefeller Plaza
New York, NY 10111
(212) 589-4200
msabella@bakerlaw.com
Regulatory Counsel for Debtor

5 | Respectfully submitted by:

6 | FOX ROTHSCHILD LLP

7 By: /s/Brett A. Axelrod
8 BRETT A. AXELROD, ESQ.
9 Nevada Bar No. 5859
10 1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
Counsel for Debtor

EXHIBIT A

Summary of B&H Professionals and Paraprofessionals

October 1, 2023 through October 31, 2023

<u>Attorney</u>	<u>Hourly Rate</u>	<u>Application Hours</u>	<u>Total Fees</u>
Michael A. Sabella – Counsel	\$970.00	4.0	\$3,880.00
Subtotal		4.0	\$3,880.00

FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
(702) 262-6899
(702) 597-5503 (fax)

FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
(702) 262-6899
(702) 597-5503 (fax)

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EXHIBIT B

**Detailed Schedule of Time Expended by Professionals and Paraprofessionals
and Detailed Schedule of Expenses Incurred**

BakerHostetler

Cash Cloud Inc.
D/B/A Coin Cloud
10190 Covington Cross Dr
Las Vegas, NV 89144

Invoice Date: 11/20/23
Invoice Number: 51216329
B&H File Number: 12918/128018/000001
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Regulatory Compliance Services

For professional services rendered through October 31, 2023

BALANCE FOR THIS INVOICE DUE BY 12/20/23 \$ **3,880.00**
All amounts are in United States Dollars

Remittance Copy

Please include this page with payment

Invoice No: 51216329

Firm Contact Information

Katie Young
(312) 416-6226
kyoung@bakerlaw.com

Please Remit To: Baker & Hostetler LLP P.O. Box 70189 Cleveland, OH 44190-0189	FOR WIRE/ACH REMITTANCES: Baker & Hostetler LLP KeyBank, N.A., Cleveland, OH Account No:
--	--

Reference Invoice No:
51216329

Email the "Remittance Copy" to
bakerlockbox@bakerlaw.com

BakerHostetler

Cash Cloud Inc.
D/B/A Coin Cloud
10190 Covington Cross Dr
Las Vegas, NV 89144

Invoice Date: 11/20/23
Invoice Number: 51216329
B&H File Number: 12918/128018/000001
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Regulatory Compliance Services**

For professional services rendered through October 31, 2023

Fees	\$	3,880.00
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BALANCE FOR THIS INVOICE DUE BY 12/20/23 IN USD	\$	3,880.00
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Baker & Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Dallas Denver Houston
Los Angeles New York Orlando Philadelphia San Francisco Seattle Washington, DC Wilmington

Regarding: Regulatory Compliance Services
Matter Number: 128018.000001

Name	Hours	Rate	Amount
Sabella, Michael A.	4.00	\$ 970.00	\$ 3,880.00
Total	4.00		\$ 3,880.00

Date	Name	Description	Hours	Amount
10/16/23	Sabella, Michael A.	Work on preparation of final fee application for matter.	1.40	1,358.00
10/30/23	Sabella, Michael A.	Work on final fee application for case.	1.40	1,358.00
10/31/23	Sabella, Michael A.	Work on final fee application for case.	1.20	1,164.00
	Total		4.00	3,880.00

Baker & Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Dallas Denver Houston
 Los Angeles New York Orlando Philadelphia San Francisco Seattle Washington, DC Wilmington

EXHIBIT 2

BakerHostetler

Cash Cloud Inc.
D/B/A Coin Cloud
10190 Covington Cross Dr
Las Vegas, NV 89144

Invoice Date: 05/09/24
Invoice Number: 51280411
B&H File Number: 12918/128018/000001
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Regulatory Compliance Services

For professional services rendered through April 30, 2024

BALANCE FOR THIS INVOICE DUE BY 06/08/24 \$ **6,021.00**
All amounts are in United States Dollars

Remittance Copy

Please include this page with payment

Invoice No: 51280411

Firm Contact Information

Katie Young
(312) 416-6226
kyoung@bakerlaw.com

Please Remit To: Baker & Hostetler LLP P.O. Box 70189 Cleveland, OH 44190-0189	FOR WIRE/ACH REMITTANCES: Baker & Hostetler LLP KeyBank, N.A., Cleveland, OH Account No: <u>SWIFT Code:</u>
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Reference Invoice No:
51280411

Email the "Remittance Copy" to
bakerlockbox@bakerlaw.com

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Cash Cloud Inc.
D/B/A Coin Cloud
10190 Covington Cross Dr
Las Vegas, NV 89144

Invoice Date: 05/09/24
Invoice Number: 51280411
B&H File Number: 12918/128018/000001
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Regulatory Compliance Services**

For professional services rendered through April 30, 2024

Fees	\$	6,021.00
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BALANCE FOR THIS INVOICE DUE BY 06/08/24 IN USD	\$	6,021.00
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Baker & Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Dallas Denver Houston
Los Angeles New York Orlando Philadelphia San Francisco Seattle Washington, DC Wilmington

Regarding: Regulatory Compliance Services
Matter Number: 128018.000001

Name	Hours	Rate	Amount
Sabella, Michael A.	5.40	\$ 1,115.00	\$ 6,021.00
Total	5.40		\$ 6,021.00

Date	Name	Description	Hours	Amount
04/10/24	Sabella, Michael A.	Prepare declarations for Mr. Musiala and Mr. Ayala in connection with final fee application.	1.40	1,561.00
04/10/24	Sabella, Michael A.	Prepare final fee application for Cash Cloud bankruptcy filing.	2.60	2,899.00
04/10/24	Sabella, Michael A.	Analyze prior interim fee applications and Court docket in connection with preparation of final fee application for Cash Cloud bankruptcy filing.	0.80	892.00
04/29/24	Sabella, Michael A.	Finalize draft Final Fee Application and supporting Declarations for submission.	0.60	669.00
Total			5.40	6,021.00

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